UMBER HULK SMASH! SEE PAGE 28!

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Dungeon

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PULP HEROES GOES d20 MODERN

ISSUE #102 • SEPTEMBER 2003

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JUNE 2003

FEATURED AUTHORS

DAVID NOONAN · NICHOLAS LOGUE · LIZARD

In This Issue

Dungeon

"Al was a standard-issue Yankee, set on self-determination and independence, but in that crisis his core of genius revealed itself. He decided to breed his own freak show.

My mother, Lillian Hinchcliff, was a water-cool aristocrat from the fastidious side of Boston's Beacon Hill . . .

. . . The resourceful pair began experimenting with illicit and prescription drugs, insecticides, and eventually radioisotopes. My mother developed a complex dependency on various drugs during this process, but she didn't mind."

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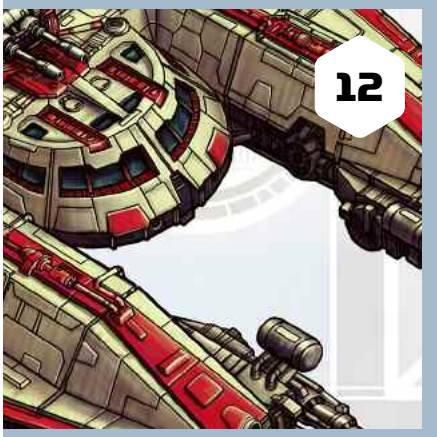
On the Cover: *Mark Nelson's fiendish umber hulk flexes muscles that would put the Hulk to shame, busting through the wall of a shop in Cauldron's merchant district.*

POLYHEDRON v.161



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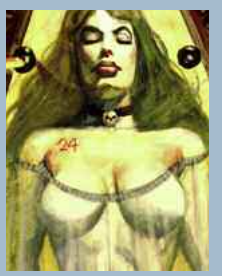
On the Flipside: *Dan Brereton's* Nocturnals *comic meshes horror, superhumans, and pulp trappings to create an atmospheric world filled with saucy dames, brilliant scientists, and a secret behind every corner. This fall, Green Ronin brings the world of the* Nocturnals *to gamers with* Nocturnals: A Midnight Companion.—Erik Mona



The Other Side of the Screen

I haven't been sleeping well lately. It seems the adventures I've been selecting to print during my tenure as *Dungeon* Editor have been taking their toll, and the ghosts of slain PCs have begun haunting my dreams. It's honestly not my fault; I'm just doing the job of countless *Dungeon* Editors before me. I'm sure they found a way to deal with the ghosts of PCs who died in the *Dungeon* adventures they printed. Well, I've finally found mine.

I'm not willing to give up the habit of giving DMs the tools to slaughter hapless characters entirely, but I am trying to cut back. That paladin who died in "Flood Season" and visited last night really gave me the hibbly-jibblies. It's time I gave the player's some tools to fight back—I need to right the karmic balance in my gaming life. I need to move one seat to the right around the gaming table.

To be honest, I'm tired of always staring at a bunch of charts. You know, the ones on the inside of the DM's Screen. I'd like a chance to look at the pretty pictures the players are always captivated by, a chance to lose myself in the artwork on the other side of the screen.

So in an effort to make this adjustment in my life, I've taken a radical step. This issue is going to be my last with *Dungeon Magazine*. Effective with issue #312, I'll be taking the reins of *Dragon Magazine* as its Editor-in-Chief.

It's been an interesting ride on this side of the screen, I must admit. We've seen several format changes, a publisher change, and other nearly countless alterations to the way the magazine is published that many of you aren't even aware of. But the problems are miniscule compared to the many joys.

For example, the Adventure Path, my baby, will carry on in the arms of the new Editor-in-Chief, Erik Mona and new Associate Editor (and longtime *Dungeon* contributor) James Jacobs. I know you'll love reading how this undertaking will turn out.

I put together issue #100! Holy buckets!

My authors—I've said it before, but it bears repeating: This is your magazine. The authors you see in these pages were once just readers. Seeing that transition happen, that talent grow, is one of the coolest aspects of working on *Dungeon*. This is one aspect of working on *Dragon* that will be just as exciting.

And then there are the readers. Most folks only write in when they're horked off, telling me that I'm an idiot. But letters from readers like Sgt. Trinidad Gutierrez can light up my day (see page 8). Again, it's your magazine. Ask for what you want. You might not always get it, but I've read every piece of mail sent to me in the past two years. The editors are listening.

My mentor and predecessor Christopher Perkins once said that being the *Dungeon* Editor was the best job in the industry. I believed it when I took this job, and having sat in this chair for over two years now, I still do. I mean, heck, I get to read adventures all day! But the time comes when the weight of one's conscience can no longer be ignored. The cries of the *Dungeon* Dead must be alleviated. And sometimes, a change just . . . *fits*.

So I'm making the move. I'll miss this chair, these challenges, and most of all, I'll miss you, my fearless readers. I've never seen this position as a stepping stone to bigger and better things. It's often been perceived that way, but I'm here to tell you nothing could be more untrue. This magazine is the best, and it will only continue to get better. In fact, I can tell you now as a reader, I couldn't be more excited about the future of *Dungeon*.

See you on the other side of the screen . . .

dragon@paizo.com

Dungeon

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Fiend Fan

I am a supply sergeant for a unit assigned to Iraq. I thought I'd take a minute to thank you for your publication, as it helps build morale for the troops stationed over here. Being away from our loved ones and in a combat zone does a lot to demoralize us, so we all try to find little comforts of home. Some of us troops out here have turned to reading comics, *Dragon Magazine,* and *Dungeon/Polyhedron*.

Well, here's where I come in. Being a freelance artist, I have done some little murals. I have done one based on one of the tokens from Monster Token Set #9 found in a recent issue (#98). Since our company's nickname is "Charlie Rock," I chose to illustrate the maug token. I hope you like it.

Sgt. Trinidad Gutierrez

Bring It Back

I have been buying *Dungeon* for over two years now, and I never felt that it wasn't worth the cover price, regardless of what that price was, until now. Issue #99 is by far the worst issue of *Dungeon* I have ever seen. *Polyhedron* was a nice little extra when it made up about 20–25% of *Dungeon's* content, but this new nearly 50-50 split was, in my opinion, a horrible decision. I was apprehensive when I first read that this was going to be the model for future issues of *Dungeon,* and issue #99 did nothing to change those feelings. Issue #98 was also a disappointment, but not nearly on the scale of this last issue. While I can't speak for everyone, I'm guessing the majority of people purchase *Dungeon* for its original purpose: to provide quality D&D adventures. Issue #99 could hardly even boast of *one* adventure, rather essentially five Side Treks loosely nailed together.

And then, in *Polyhedron,* we get a ridiculous Mini-Game based on *Scooby Doo* and other juvenile cartoons from the '60s and '70s, topped off with an embarrassing cover picture featuring big-breasted huge-eyed anime girls. I can't imagine more than a handful of people ever playing this game, let alone more than once. I'm more embarrassed about people at the gym or on the train seeing that cover than any of the countless ones featuring demons and beholders.

I realize that *Dungeon* is under a lot of financial pressure, but please don't abandon your core audience. I honestly felt I would have gotten almost as much value if I had just taken the money I would have spent on issue #99 and set it on fire.

Ian Murphy
Via Email

Well, Ian, that just goes to show you that "brilliant" marketing schemes sometimes bite you in the ass. When we printed "5 Adventures in One" on the cover of #99, we thought we'd be pointing out how versatile and modular the module in question, "Quadripartite," could be. You're not the only one to assume that we just stapled a bunch of Side Treks together, but that's certainly not what happened. "Quadripartite" is a really fun adventure, and it was certainly designed as a single module.

As for your other comments, you're not alone there either. We're listening to those of you who don't like the current Dungeon/Polyhedron format, and we're considering changes as we write this response. Thanks for all the feedback, everyone!

Nothing Wrong With a Little Skin

The first *Dungeon Magazine* I bought was #8, and I now have about 80 of the 100 issues in my collection. Issue #100 has set a new standard for *Dungeon Magazine*. In short, I want more. I really liked the humongous 43-page adventure with the githyanki theme. I'd like to see more big adventures, rather than the small ones. If it means less adventures per issue, it's okay with me.

In the past, there were far too many low level adventures. I've noticed now that your magazine has a more balanced mix of low-, mid-, and high-level adventures. I think that is good, but I'd still like to see fewer low-level adventures and more mid-, high-, and epic-level ones. Those are the ones most gamers need, because their char-

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acters spend more time in mid and higher levels than lower ones.

I did like the way you tied the *Polyhedron* issue in to the themed *Dungeon* too, very nice.

Regarding the complaints I've read from your other readers:

The sexy artwork is excellent! Paintings of scantily clad women with swords are a great thing. Thank you!

The strange fonts and typefaces are also a nice touch. Don't let the illiterates stop you from using them in your titles and headings.

The quality of the magazine is *outstanding*. Please don't let anyone dissuade you otherwise.

Lastly, adult and vile content is also great; I want more of that. I am a 36-year-old male and have been playing D&D since 1980. All of the gamers in my groups are adults too.

Kurt Stoffer
Via Email

100 Issues of Cool

What a great issue *Dungeon* #100 was from top to bottom! Please give yourselves a round of applause. Any high level adventure is worth its salt to me because they feature very nasty creatures, tough villains, and epic-proportion outcomes. I don't mind the low- and mid-level adventures, but my friend Al and I really dig those high-level ones. And to feature a race as villainous as the githyanki was a stroke of genius. I even enjoyed the background on the gith feature in *Polyhedron*. The back story really gave some life to these very underused Astral-dwelling nasties.

It was very clever to have a painting of a gith ala *Fiend Folio* on the *Polyhedron* half. I even laughed at the gith cartoon on the *Dungeon* table of contents.

The return of Flame was just too much. It really connects this issue with your first issue. The magazine has just been incredible the last few years or so. The artwork, ideas, story telling, and various fonts have all been great to look at. Here is to another 100 issues as good as the last 100!

David Gehring
Kenosha, WI

You Got Me... This Time

I will happily admit that #100 is a superb *Dungeon*. There are some excellent adventures in there that are as good as any that have graced *Dungeon Magazine,* and most importantly there is material I plan to use.

This doesn't invalidate my overall gripes with Paizo's management of *Dungeon,* but it is a pleasant surprise and a very good indication of the potential they have for the advancement of *Dungeon*. The tie-in between *Polyhedron* and *Dungeon* was excellent even though I'm not a fan of, and do not use, the gith.

Nice work, Paizo. Please continue in that mold and I will be singing your praises as loudly and as vehemently as I was (am) screaming criticisms!

Tim McDonald
Via Email

Griping Loudly and With Feeling

I know that dissatisfied customers are usually louder than the happy ones, and I've seen several places where you have been responding to complaints regarding the format of *Dungeon/Polyhedron*. I just wanted to write in to say I like what you've been doing with the magazine. I hadn't ever read a *Polyhedron* until you combined it with *Dungeon*, and I've been enjoying that part of the magazine as much as the modules. Furthermore, I try not to read the modules unless I'm about to actually DM one—I might be a player, rather than a DM, and I don't want to burn that possibility by reading the module. *Polyhedron* gives me the instant gratification that's so much fun when a magazine arrives in your mailbox. I'm certainly glad to be getting that happy feeling twice as often now that you are monthly!

I expect there are lots of quiet happy customers out there like myself. I hope your sales figures and bottom line support that theory!

Scott Patlin
Via Email

Go, Go Githyanki

Every since I first laid eyes on the *Fiend Folio* (back in the early eighties) I have been enraptured by the githyanki and their hated kin the githzerai. All through the last two decades, whenever the question of one's favorite monster would come up around the gaming tables, I had to endure the endless hours of "drow this and drow that" only to be met with perplexed looks when I mentioned the githyanki as my favorite. And when Planescape became all the rage, I never fell into a group that played it, so all the good crunchy bits of the githyanki in that campaign world I never did behold.

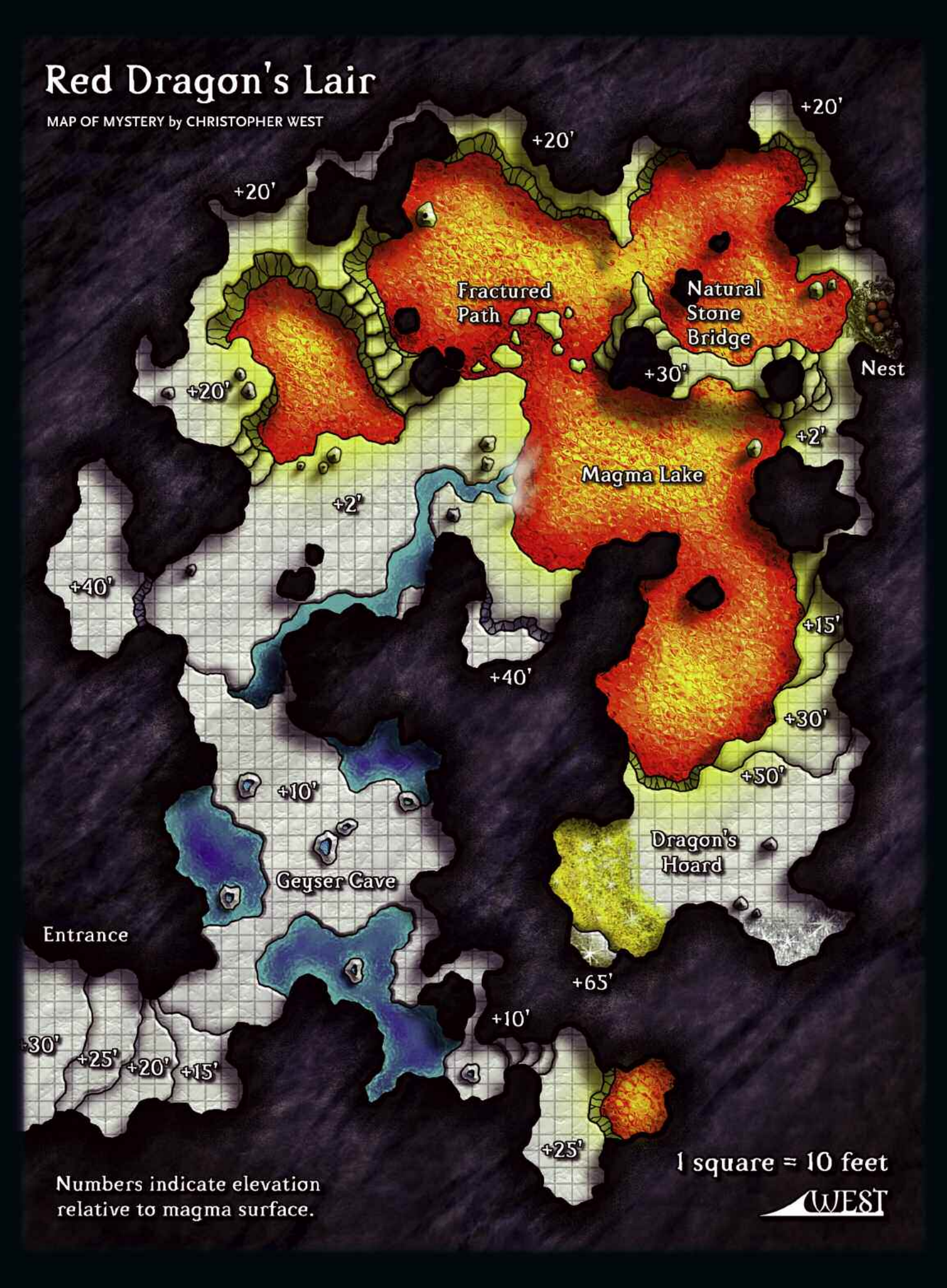
Your last issue of *Dungeon* (#100) brought me great joy and no little surprise—to see the githyanki revealed in all their grotesque beauty! My surprise was in that, until now, I had tolerated the *Polyhedron* Mini-Game supplements as none had really caught my interest. But this *Incursion* is something I may either play or adapt to a campaign where the PCs are the ones repelling the initial stages of the invasion.

Now I have lots of gritty details of the githyanki to pester my DM to let me play or better still, to harass and challenge my players with when I get to DM.

Once again, thanks for the excellent issue and keep 'em coming!

Trevor Chapman
Brampton, Ontario
Canada

If you dig the gith, you really need to check out Dragon *#309, as well. The* Dragon *contribution to the* Incursion *project is outstanding.*


Red Dragon's Lair
MAP OF MYSTERY by CHRISTOPHER WEST
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Fractured Path
Natural Stone Bridge
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Magma Lake
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Dragon's Hoard
Geyser Cave
Entrance
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+25'
1 square = 10 feet
Numbers indicate elevation relative to magma surface.
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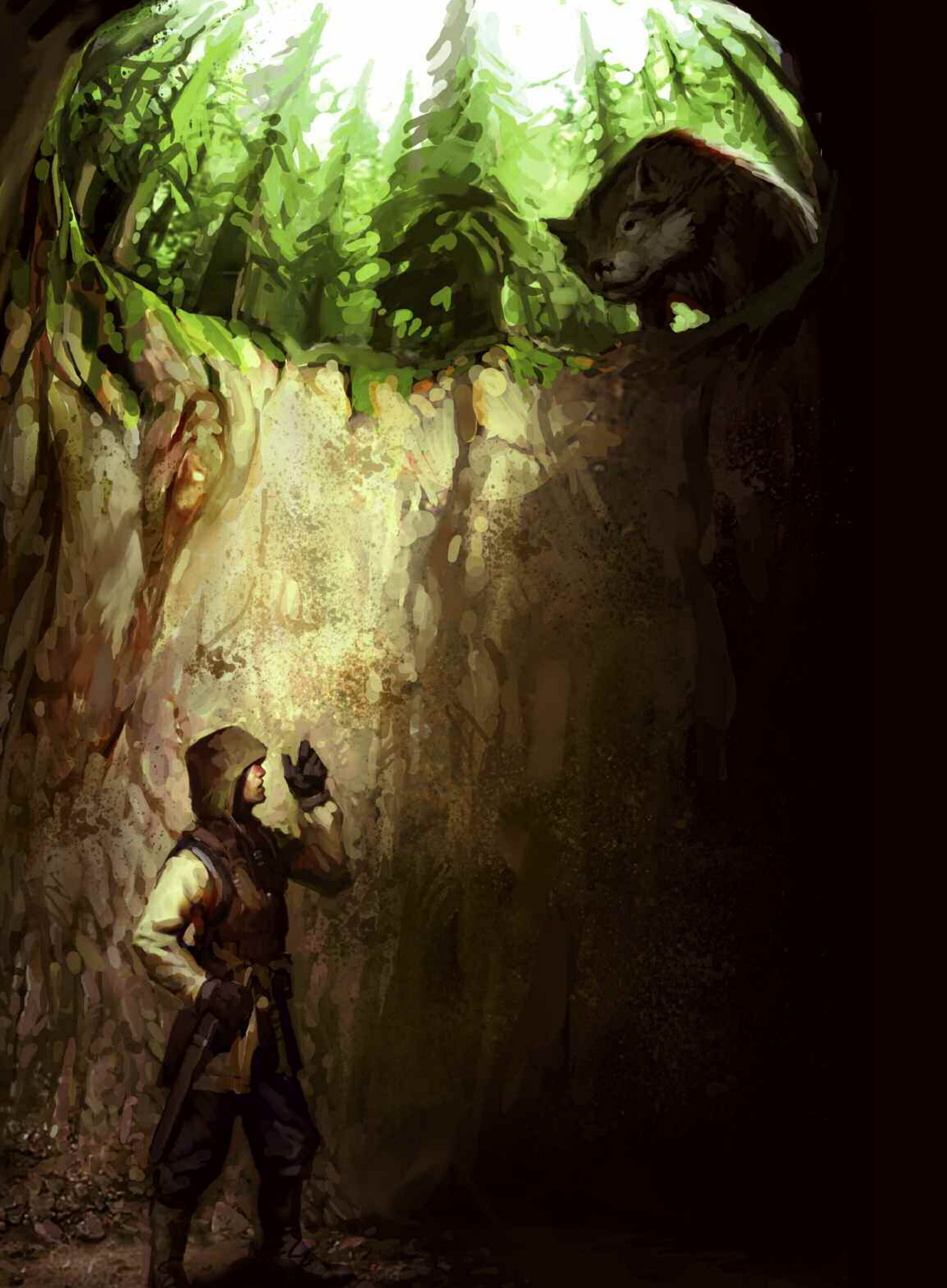


CRY WOLF

BY NICOLAS LOGUE

ARTWORK BY NIKLAS JANSSON · CARTOGRAPHY BY ROB LAZZARETTI

"Cry Wolf" is a D&D adventure for four 2nd-level player characters (PCs), although it is extremely easy to adapt to higher-level parties. It is suitable for any mix of races and classes, although a ranger or druid will prove most useful. The adventure can take place in any campaign world simply by changing the names of places and people to suitable counterparts in your own setting.

BACKGROUND

Springtime in Tier Valley brings warm breezes, sweet rain, and the Festival of Flowers, an event not to be missed. Each year in the township of Rendrick, the Festival is a gala affair that also holds great religious significance as it marks the beginning of the lunar new year. The folk of Rendrick enjoy fifteen days of nonstop celebration. Excellent food fills everyone's bellies and local troupes of players provide limitless entertainment. A bazaar organized by the merchant's guild brings exotic goods from far regions, including spirit mead, a potent hallucinogenic beverage enjoyed by many during the festival.

This year, the festivities are marred by one unfortunate incident. A wild wolf, and a large one at that, has wandered down from the nearby hills and has been terrorizing the township. Its behavior is odd to say the least, as wolves normally avoid the town proper. This particular wolf seems extremely aggressive and has been slowly making its way through the outer farming communities toward the town center. The animal is considered very dangerous by the constabulary, especially since rumors have sprung up about it attacking a farmer's young daughter.

Samuel Arnault is a local aristocrat known for his goodwill and contributions of wealth and service to the populace of Rendrick. Refusing to let his town's favorite festival be shrouded in fear, he has offered a reward of 200 gp for the capture or slaying of the animal.

Unknown to the townsfolk is that this wolf, named Rain, is the animal companion of Tamris Quickthorn, a ranger of good reputation who protects an endangered breed of wolf (speckled wolf) from poachers who seek the handsome sums the pelts fetch. A recluse, Tamris rarely seeks the company of other humanoids. He prefers the woods and the company of its residents. Two days ago Tamris suffered a mishap and is in grave danger. While patrolling the woods about the valley he tumbled into a pit trap dug by a group of unscrupulous hunters. Rain managed to escape the poachers and has come to seek aid from the people of Rendrick. Unfortunately, Rain is a large specimen of his kind and his arrival at every cottage has inspired fear. He did not attack the daughter of the farmer, but was trying to befriend her when her father panicked and struck at the animal with his pitchfork. Rain responded out of instinct and nipped the farmer's backside. Since this incident transpired, Rain has been hunted. Several parties seek his death, both for the reward and for his unique and beautiful blue-speckled coat, which is his namesake.

ADVENTURE SYNOPSIS

The PCs hear about the wolf and decide to track it down. They investigate the so-called attack on the farmer John Gallows and his daughter Beatrice. They find that the wolf may not be dangerous at all and then must race against other parties of hunters to locate the animal. When they catch up to Rain, two other hunting groups are already hard on its tail. They have chased it into the bazaar area and hunt it among the many stalls and tents there. The PCs must safely capture the wolf and stop the hunters from killing the animal. Eventually, they learn of Tamris's situation and must face the poachers who have captured the ranger.

ADVENTURE HOOKS

The adventure begins in the town of Rendrick. The PCs hear about a meeting for hunters or see one of the many notices posted all over town concerning a reward for a marauding wolf. The PCs could become involved for any number of reasons besides just the reward money and the duty of protecting innocent folk. Here are a few:

- A mentor of the PCs does not believe in killing the animal (this mentor may be a druid or ranger) and wants the party to capture it and take it back to the hills where it belongs.
- Bad blood exists between one or more of the hunters and the PCs, creating a rivalry over who can nab the wolf first.
- The PCs wish to curry favor with Samuel Arnault. They are looking for a job with his men at arms or require an item from him for another quest of theirs and intend to use this opportunity as a bargaining chip.

Whatever hook brings the characters to Rendrick, on the morning of Blossom Eve, the day before the Festival begins, read the players the following:

> Sunshine and the scent of flowers fill the air on this fine spring morning. The streets of Rendrick are bustling as townsfolk, performers and vendors prepare for the grand celebration to

begin this evening. The town square is filled with tents and wooden carriage stalls as merchants set up the bazaar that sell exotic goods and delights from afar. Oddly most of the people are not enjoying the sights and sounds of the market, but are instead gathered around Samuel Renault, a local aristocrat who is preparing to make a speech.

Samuel Renault's attire denotes his austere lifestyle and his attention to the welfare of the town rather than the filling of his own coffers. He wears a simple tunic, woolen leggings, and a vest. In assembly are a good number of hunters and woodsmen. They are all hard men and women bristling with bows, arrows, spears, and assorted other tools of their trade.

Renault then begins to speak:

"Good fellows and ladies of the wood. As you know, a large black wolf with blue spots upon its coat is alarming the people of our fair township and darkening this, our most celebrated occasion. Just yesterday the creature attacked John Gallows's daughter. Luckily it was driven off before it could do much harm, but who knows when it will strike again. Good people, I want this animal found and captured. If this is impossible then the animal must be slain for the welfare of the community. The reward is 200 gold coin from my own purse. Speed be with you; if fate is on our side the Blossom Eve will be enjoyed without cause for fear."

Development: Renault is polite even if addressed rudely. If further questioned, he suggests the PCs speak to Gallows about the attack. He tells any PCs that the wolf is heading toward the town proper, and not skulking about its fringes as one might suspect an animal in search of easy prey to do. Renault suspects the beast is rabid and should be put down.

Grogan and Valorin are present at this meeting. The PCs should have ample opportunity to roleplay with them and exchange threats, challenges, or bets with them. This first meeting with Grogan is especially important. The hunter's true motive for hunting the wolf down is to ensure the secrecy of his illegal pit traps and his capture of the ranger, Tamris Quickthorn. Any PC who makes a DC 20 bardic knowledge or Gather Information check has heard rumors of Grogan's poaching activities in the nearby forest (See "Talk of the Town," below).

Grogan knows that the wolf is Rain (he has seen the animal recently in the company of his enemy, Tamris) and intends to kill the animal. If the PCs succeed at a DC 20 Sense Motive check, they get the feeling that he is after the wolf for more than just the reward.

Valorin, while not evil in his own right, is quite proud when it comes to hunting and is intent on being the one to bag this wolf. His arrogance is apparent and he will be quick to point out anything that seems unprofessional about the party, including their gear, their lack of experience, and the presence of obviously unsuitable hunters (if the party contains any). See "A Hunting We Will Go" for statistics on Grogan and Valorin and his men.

TALK OF THE TOWN

Interaction with locals in town provides a great deal of information necessary for the completion of this adventure. Roleplaying these interactions or successful Gather Information checks provide the PCs with the following information:

DC	Information Received
10	The PCs learn that Renault is an upstanding member of the community who often uses his personal wealth to aid his fellow citizens. In addition, they learn that Rendrick's Festival of Flowers is an event not to be missed, featuring merchants from all over the world who come to peddle their wares here in the bazaar. If the PCs ask specific questions about John Gallows they find out the location of his farm.
15	The PCs are warned of Gallows's tendency to tell tall tales and exaggerate. Also the PCs learn that Grogan doesn't usually hunt without his two partners Tor and Meg. Townsfolk mention that it is odd that Grogan is hunting the wolf without his cohorts.
20	The PCs hear about Tamris, a local half-elf ranger who usually keeps the woods clear of goblinkind. He has gone missing as of late. No one knows about Rain though, as he was befriended by Tamris only a few weeks ago. The PCs also hear rumors of Grogan's illegal poaching activities and his preference for collecting the pelts of speckled wolves.

QUESTIONING FARMER JOHN

Eventually, the PCs' investigation should lead them to the site of the only actual wolf "attack." Farmer John Gallows is in his early forties and his bald head glistens with sweat from a hard morning of tending his fields. He is found in front of his cottage cleaning his tools. His daughter Beatrice, an adorable girl of ten summers, sits on the porch behind him. John tells the PCs that they are not the only ones who have come asking about the wolf attack (Grogan and some other hunters came through early in the morning before the meeting). When asked about the attack he gladly tells his story:

"It was nearing dark, ya see? I was jus' done tendin' me field when I spots this huge beast lumbering toward me daughter Betty dere." He jerks a thumb at his daughter behind him, who scowls. "I seen it snarlin' and slobberin' as it come, ready to scoop her up in its jowls and devour her in one bite! I ain't about to let it though and I come at it fast wit me pitchfork 'ere!" John picks up his pitchfork, waving it madly. "Then it done bit me on me backside right 'ere. I weren't afraid, though it hurt something fierce I tell ye. I stabbed it once, twice, three times with me haystacker and it run off howling like the wild beast it was."

Any PCs who succeed at a DC 12 Sense Motive check get the impression that John's encounter with the wolf did not go exactly as he says. If pressured, with a DC 12 Intimidate or

Diplomacy check, John quickly breaks down. He admits that the wolf wasn't really attacking his daughter, it was just sort of walking around her. At this point Beatrice speaks up: "Playin' is what it was doing! It jus' wanted to be friends." If asked about the wolf Beatrice says it seemed friendly enough, although it did tug at her dress a couple of times as if trying to draw her somewhere. She liked the creature and thought it was a beautiful dog, even if he was "the darned biggest" she had ever seen. Beatrice swears the wolf wouldn't hurt a fly.

Examination of the grounds around the farm by a PC with the Track feat may turn up Rain's tracks (Wilderness Lore DC 15). If so, the PCs can follow the trail either toward town or back the way it came. If they go toward town, proceed to "Alas, Poor Gorik." If the PCs follow the wolf's tracks back to their source proceed to "Poacher's Paradise."

ALAS, POOR GORIK (EL 2)

As the PCs follow Rain's trail between Harren Thicket and the West Woods, they suddenly hear a shout of alarm and the sounds of battle coming from the forest's fringe. If they approach the source of the noise, read or paraphrase the following:

> A slight gentleman in a scarlet cape and cap staggers between the trees, his fine silk leggings torn in several places. In one hand he clasps a lute by its strap. In the other he brandishes a dagger at four armed humanoids moving to surround him. He stands as tall as he can, roaring with a commanding voice that seems an odd match to his slight frame. His eyes betray his true terror though, and he is clearly outmatched against the creatures.

Creatures: The man is Gorik, a traveling minstrel on his way to Rendrick for Blossom Eve. He was attacked by hobgoblins along the way and bolted for the township. He almost made it out of the woods when they surrounded him. Now he is doomed unless the PCs intervene.

Hobgoblins (4): CR 1; hp 7, 6, 5, 5; *Monster Manual* 152.

Gorik, Male Human Brd 2: CR 2; Medium humanoid; (human) HD 2d6+2; hp 11; Init +2; Spd 30 ft.; AC 12, touch 12, flat-footed 10; Base Atk +1; Grp +1; Atk/Full Atk +1 melee (1d4/19–20, dagger); SA spells; SQ bardic music; AL CG; SV Fort +1, Ref +5, Will +6; Str 11, Dex 15, Con 12, Int 14, Wis 13, Cha 17.

Skills: Bluff +8, Concentration +4, Diplomacy +10, Gather Information +8, Hide +7, Jump +3, Knowledge (nature) +5, Listen +6, Perform (string instruments) +8, Spellcraft +5, Swim +3. *Feats:* Dodge, Iron Will.

Spells Known (3/1; save DC 13 + spell level): 0—*daze, ghost sound, mage hand, prestidigitation, summon instrument*; 1st—*charm person, silent image.*

Possessions: Dagger, lute, two days trail rations, tattered noble's outfit, empty belt pouch.

Gorik is a traveling bard on his way to the celebrations at Rendrick. He was caught unawares by the hobgoblins and he's not a skilled combatant. Thus he is a poor match for the monsters.

Gorik Tactics: Gorik fights with his dagger, using his Dodge feat to the best of his advantage. If the PCs join him, on his next action he backs away and uses his bardic music to inspire courage.

Hobgoblin Tactics: The hobgoblins are a gang of simple bandits hired to hassle hunting parties seeking Rain (see **Development**, below). They were hoping to ambush and murder the lone Gorik and take his valuables. When faced with the PCs, they fight only until two of them are downed; the others then attempt to flee.

SCALING THE ADVENTURE

"Cry Wolf" is intended for four 2nd-level characters, but it can be modified for parties of different sizes or levels. Consider adapting the adventure as follows:

1st-level PCs: The adventure is mostly suitable for characters of lower level, but consider making some of the following alterations:

- Drop the levels of all classed NPCs above 1st level by 1.
- Make Rain a normal (not advanced) wolf.
- Make the pit traps in "Poacher's Paradise" 10 feet deep.

3rd- to 4th-level PCs: The adventure as written is probably too easy for characters of this level. Consider some of the following alterations:

- Increase the levels of all classed NPCs by 1–2 levels.
- Make Rain a 3-HD wolf.
- Add stakes to the pit traps in "Poacher's Paradise."
- Increase the skill check DCs of any Gather Information or bardic knowledge checks by at least 2. Locals are nervous about the wolf attacks and are unsure about trusting strangers about local happenings.

5th- to 6th-level PCs: The adventure as written is far too easy for PCs of this level. Consider some of these alterations:

- Increase the levels of all classed NPCs by 3–4 levels. Note that this surely gives Tor and any PC spellcasters access to devastating enough magic that they could potentially start forest fires or other natural disasters in "Poacher's Paradise," leaving more trouble for the PCs to deal with than a rogue wolf.
- Make Rain a Large, 4-HD wolf.
- Change all the Medium monstrous spider venom used in the adventure to Large scorpion venom (DC 18; 1d6 Str/1d6 Str).
- Increase the depth of the pits in "Poacher's Paradise" to 30 feet and add stakes to them. Also, add poison to the stakes in these pits.
- Finally, increase the DCs of any bardic knowledge, Gather Information, Search, or Disable Device checks by 5. Locals are nervous about the wolf attacks and hesitant to talk to strangers, and the traps are more difficult to detect and disarm due to the increased level of the NPCs who set them.

Remember that changing the Encounter Levels should raise or lower the amount of treasure in the adventure. Consult page 51 in the *Dungeon Master's Guide* (Tables **3–3**, **3–4**, and **3–5**) to determine the treasure appropriate to the new encounters.

Development: After the hobgoblins are slain or driven off, Gorik expresses his gratitude and might even attempt to do so with a song or two. If questioned about the attack he tells the PCs that he was unprepared to be ambushed so close to the town, especially because this morning he was supposed to meet an old friend of his, a ranger by the name of Tamris Quickthorn, and come into town with him. He waited all morning for Tamris to show up, but the ranger never did. Gorik tells the PCs that it is most unlike Tamris not to keep his word, and Gorik is worried about him. He was about to begin a search of the woods when the hobgoblins attacked and he fled for town.

If any of the hobgoblins survive and are interrogated, a DC 12 Intimidate check causes them to break down. They inform the PCs that they were hired by a human named Grogan to attack any other hunting parties searching for the wolf, thus ensuring Grogan's success in his hunt.

Gorik does not know about the hunt; he has been traveling the past week and just arrived in the West Woods today. If the PCs mention the wolf attacks—specifically, if they mention the wolf's unique coat—the bard shows immediate interest. As long as the PCs have given Gorik the impression of being generally interested in the common good (saving him from the hobgoblins goes a long way toward accomplishing that), he tells them that the wolf matches the description of Tamris's animal companion. "The two are inseparable. If the wolf is running about town without Tamris, it can't mean good for him. We must stop this hunt immediately!"

Shortly after this encounter the PCs hear the alarm bell of Rendrick's town hall ringing in the distance and a general ruckus coming from town. If they approach, they hear cries of, "Wolf!" and, "The beast is tearing apart the bazaar!" raised by nearly every townsfolk they see. People everywhere are fleeing into buildings and shutting doors behind them. If the PCs run to the source of the mayhem proceed to "A Hunting We Will Go."

Treasure: The hobgoblins have nothing of value save a pouch with 20 cp. Gorik on the other hand is very gracious for the PCs' timely assistance and offers them half of anything he makes performing at the celebrations over the next few days (about 20 gp).

A HUNTING WE WILL GO (EL 5)

If the PCs reach this encounter from "Alas, Poor Gorik," they encounter a number of panicked townsfolk fleeing from the town bazaar. If stopped, they pause only long enough to gasp out, "That wolf is loose in the market!" before continuing their exodus. If the PCs arrived at this encounter from "Questioning Farmer John," they reach the edge of town just as the alarm bell in the town hall begins to ring—just in time to witness the start of the townsfolks' flight. In either case, the bazaar is deadly quiet when the PCs approach, although they might catch a glimpse of Grogan and Valorin among the multitude of tents and wagons. Make opposed Hide and Spot checks accordingly. Gorik runs off to the constable's barracks at once to bring aid.

Creatures: Even if spotted at first, the hunters quickly vanish into the many alleys and lanes of the marketplace and must be found again with opposed checks. Also, make Hide and Move Silently checks for Rain, who has been chased into the bazaar by Valorin's archers. He has already taken one arrow to the flank.

Grogan, Male Human Ftr 3: CR 3; Medium humanoid (human); HD 3d10+6; hp 28; Init +4; Spd 30 ft.; AC 15, touch 11, flat-footed 14; Base Atk +3; Grp +6; Atk/Full Atk +7 melee (1d8+4/×3, battleaxe) or +4 ranged (1d10/19–20 and poison,

BAZAAR RANDOM STALL AND CART TABLE (SIDEBAR)

The following is a sample list of random stalls and carts present at the bazaar. You can use this if you want to give the PCs a chance to peruse the festival, or this table can be used during a fight in the bazaar when a PC or NPC is bull rushed into a stall.

Roll 1d10

1—Stained Glass Trinkets Stand: Hand-blown window panes and knickknacks of every color imaginable are sold here. Any unfortunate hurled into this stand takes 1d4 points of damage.

2—Alchemist's Cart: Any PC or NPC who smashes into this cart is covered in noxious alchemical substances. The character and any within 5 feet of them must make a DC 14 Fortitude save or become nauseated. In addition, if the character comes into contact with flame she ignites, taking 1d6 points of damage per round for 1d4 rounds, or until extinguished.

3—Weapons Stand: Any PC or NPC tossed here takes 1d4 points of damage.

4—Exotic Birds Tent: Anyone who falls here splinters the cages of several birds who then fly about madly for the following round in the 10-foot area around the tent. Everyone in the area suffers a –2 penalty to all actions but also receives concealment.

5—Perfumes: A thousand different scented oils are peddled here. Anyone tossed in reeks for 1d4 hours afterwards, and the character can be detected by scent at twice the normal range.

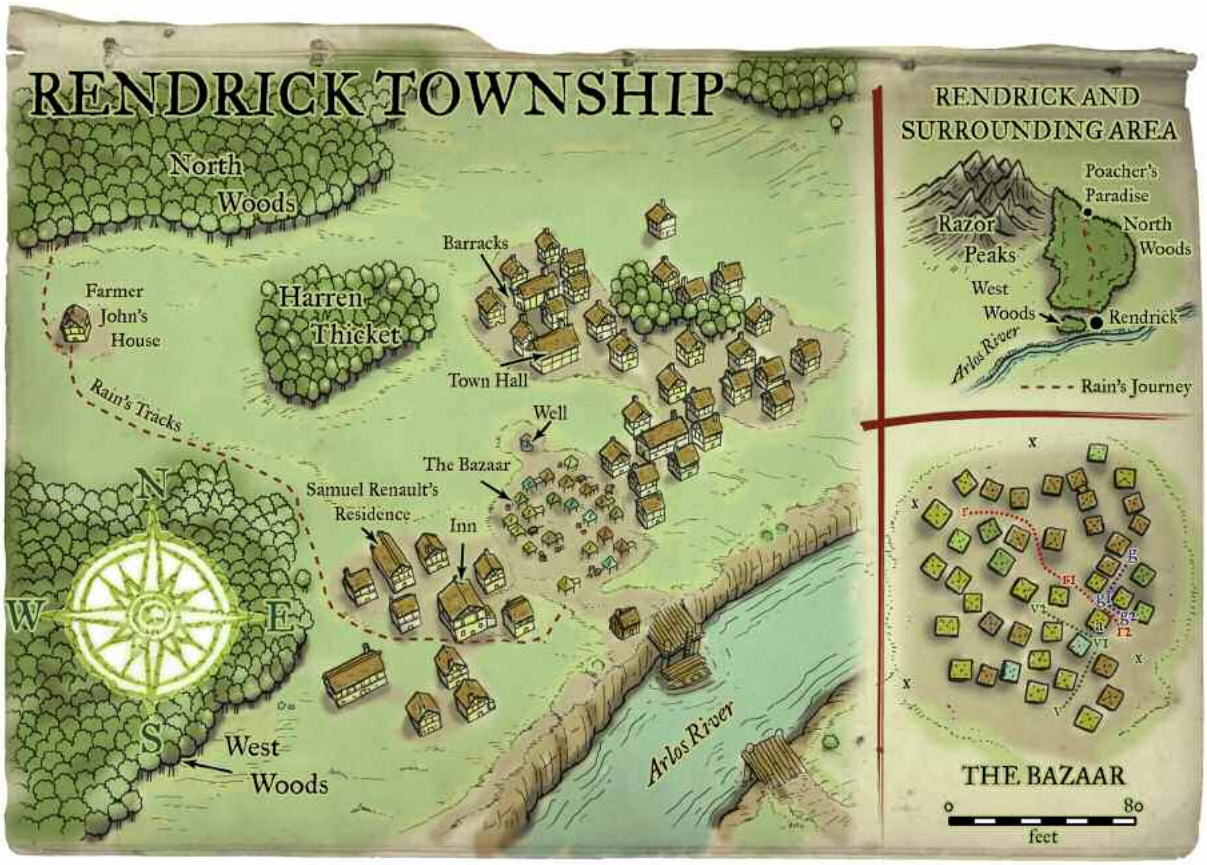
6—Fishing Supplies: This stall has fishing line, hooks, and nets for sale. Any PC hurled here takes 1d2 points of damage and becomes tangled in nets and line. This results in a –2 penalty to all attacks until the character makes a DC 15 Escape Artist or Strength check. Another character can spend a full-round action to untangle the character.

7—Spirit Mead Cart: This cart holds barrels of the potent hallucinogenic beverage consumed at the Festival of Flowers. Anyone who is slammed into this cart smashes the barrels and is doused with the substance. Unless the character makes a successful DC 18 Fortitude save, the character has –4 penalty to all actions for the next 1d4 hours due to wild hallucinations.

8—Mutton Skewers Stand: Any PC or NPC who careens into here takes 1d2 points of fire damage from the large pits of coals over which the skewers are cooked.

9—Pig Cart: Any character knocked into this cart full of pigs sets them to loud squealing for 10 rounds. Any characters within 20 feet of the cart suffer a –2 penalty to Listen checks.

10—Spices Cart: Anyone slammed into the cart finds himself enveloped in a cloud of spice (5 foot area) and must make a DC 15 Fortitude save or suffer a coughing and sneezing fit for 1d4 rounds (–2 to all attacks, skill checks, and saving throws).



heavy crossbow); SA —; SQ —; AL CN; SV Fort +5, Ref +2, Will +2; Str 17, Dex 12, Con 15, Int 8, Wis 12, Cha 11.

Skills: Climb +5*, Hide +2*, Listen +2, Spot +3, Survival +3. *Feats:* Alertness, Improved Initiative, Improved Bull Rush, Power Attack, Weapon Focus (battleaxe).

*Includes –1 armor check penalty.

Possessions: Masterwork studded leather, buckler, battleaxe, two daggers, heavy crossbow with 20 bolts and 5 poisoned bolts (Medium spider venom—Fort DC 14, 1d4 Str/1d4 Str), belt pouch with 20 gp and a sapphire (100 gp).

Massive in all proportions, Grogan is a disagreeable fellow with a quick temper and little care for others' opinions or safety. He enjoys harming animals and likes a good challenge. He battles fiercely with anyone who comes between him and his prey, fighting until beaten unconscious.

Grogan's Huntsmen, Male Human War 1 (3): CR 1/2; Medium Humanoid (human); HD 1d8+1; hp 7 each; Init –1; Spd 30 ft.; AC 12, touch 9, flat-footed 12; Base Atk +1; Grp +1; Atk +3 melee (1d6+1/19–20, short sword) or +1 ranged (1d8/19–20, light crossbow); SA —; SQ —; AL N; SV Fort +3, Ref –1, Will –1; Str 12, Dex 9, Con 13, Int 10, Wis 8, Cha 10.

Skills: Climb +4*, Hide +0*, Listen +2, Spot +2. *Feats:* Alertness, Weapon Focus (short sword).

*Includes –1 armor check penalty.

Possessions: Studded leather, short sword, light crossbow with 20 bolts, belt pouch with 2d6 gp each.

These hunters are Grogan's cronies and respect the woodsman. They fight until reduced to 2 hp before surrendering.

Valorin, Male Human Rgr 2: CR 2; Medium humanoid (human); HD 2d10+2; hp 18; Init +3; Spd 30 ft.; AC 17, touch 13, flat-footed 14; Base Atk +2; Grp +3; Atk +3 melee (1d6+1/18–20, scimitar) or +6 ranged (1d8/×3, masterwork longbow); Full Atk +3 melee (1d6+1/18–20, scimitar) or +6 ranged (1d8/×3, masterwork longbow) or +4/+4 ranged (1d8/×3 masterwork longbow with Rapid Shot); SA combat style (archery), favored enemy (animals) +2; SQ wild empathy; AL N; SV Fort +4, Ref +6, Will +1; Str 12, Dex 16, Con 13, Int 11, Wis 13, Cha 14.

Skills: Climb +4*, Hide +6*, Listen +6, Move Silently +6*, Search +5, Spot +6, Survival +6 (+8 following tracks). *Feats:* Point Blank Shot, Precise Shot, Rapid Shot, Track.

*Includes –2 armor check penalty.

Possessions: Chain shirt, scimitar, dagger, masterwork longbow with 30 arrows, belt pouch with 10 gp, 20 sp, and an opal (30 gp).

Dark haired and green eyed, Valorin is a dashing individual sporting a dark green cowled cloak. He has hated wolves with a passion, ever since he was attacked by one as a young boy. He will not hesitate to shoot Rain down and fights any PCs who attempt to stop him.

Archers, Male Human War 1 (4): CR 1/2; Medium humanoid (human); HD 1d8; hp 6 each; Init +1; Spd 30 ft.; AC 14, touch 11, flat-footed 13; Base Atk +1; Grp +1; Atk/Full Atk +1 melee (1d6/19–20, short sword) or +2 ranged (1d8/19–20,

shortbow); SA —; SQ —; AL NG; SV Fort +2, Ref +1, Will +1; Str 10, Dex 12, Con 11, Int 10, Wis 12, Cha 8.

Skills: Climb +0*, Hide +2*, Listen +4, Spot +5. *Feats:* Alertness, Point Blank Shot.

*Includes –2 armor check penalty.

Possessions: Studded leather, short sword, longbow with 30 arrows, belt pouch with 3d6 gp.

These archers in the employ of Valorin fight only if they or the ranger are attacked or if hindered in their task of shooting the wolf. They are positioned throughout the bazaar in various strategic points as back up for Valorin.

Gale, Female Wolf: hp 13; *Monster Manual* 283.

Gale is a miserable animal. Tormented her whole life by her master Grogan, she knows no life but servitude and fights the PCs when ordered to do so. If reduced to less than 5 hit points, she breaks off the attack and whines as she retreats. After the fray, if she is still alive and one of the PCs (especially one with wild empathy or the Handle Animal skill) treats her well, she will serve him loyally.

Rain, Male Wolf: CR 1; Medium animal (animal companion); HD 2d8+6; hp 19 (currently 16); Init +2; Spd 50 ft.; AC 14, touch 12, flat-footed 12; Base Atk +1; Grp +3; Atk/Full Atk +4 melee (1d6+2, bite); SA trip; SQ link, low-light vision, scent, share spells, tricks (attack, come, defend, down, guard, seek, track); AL NG; SV Fort +6, Ref +5, Will +1; Str 15, Dex 15, Con 16, Int 2, Wis 13, Cha 7.

Skills: Hide +4, Listen +6, Move Silently +4, Spot +4, Swim +2, Wilderness Lore +2. *Feats:* Track, Weapon Focus (bite).

Rain is usually playful, but circumstances have put him on edge. He is deeply concerned about Tamris and driven by an urgency to save his half-elven friend. If attacked he fights to escape, not kill—unless he is facing Grogan, whose scent he recognizes. Rain attempts to down the vile hunter until reduced to fewer than 5 hit points, at which point he tries to flee.

Tactics: What follows is a game of cat and mouse. The PCs must do everything in their power to delay and distract Grogan and Valorin's parties while finding the wolf on their own. The map of the bazaar shows where all the NPCs begin the fray.

Valorin's archers (at the points marked with an "X" on the map of the bazaar) pose a great threat to the wolf. They are positioned around the bazaar to prevent the wolf's escape and they fire on Rain whenever they spot him. If the PCs convince the archers that they can catch Rain and offer to split the reward money with them (by making a DC 15 Diplomacy check) the archers relent. Otherwise, they refuse to listen to any PC's order to hold their fire, and they defend themselves or their master against the characters if necessary. If the PCs can reach Valorin and offer him the same deal, a successful DC 20 Diplomacy check results in the ranger's capitulation. Grogan and his allies, on the other hand, cannot be convinced to give up their hunt.

Before entering the bazaar, Grogan releases Gale to attack the PCs and confuse them. If the PCs spot Gale moving quickly among the tents they must make a DC 12 Intelligence check to not mistake her for Rain. Grogan's huntsmen also attempt to harry the PCs and stop them from reaching the wolf and their master. What follows is a basic outline for the first 3 rounds of combat:

Round 1: Grogan, Valorin, and Rain take their move actions along the paths noted on the map of the bazaar (to the points marked G1, V1, and R1, respectively) from their starting positions. If any archers who can see the wolf make their opposed Spot checks they fire on him. Gale runs toward the PCs at full tilt, closing to attack. Grogan's huntsmen also make a beeline for the PCs.

Round 2: If Valorin spots Rain (opposed Spot and Hide checks) he holds his position at the point marked V1 and fires on the wolf. If he does not spot Rain he moves along the path to the point marked V2. If Grogan does not hear Rain (opposed Listen and Move Silently checks) he continues on his way, following the path to the point marked G2. If he does hear the wolf he moves to the site marked A to ambush the wolf. Rain smells Grogan this round, so even if fired upon by Valorin, the wolf stays at R1 for this round, trying to pinpoint Grogan's location with a Listen check.

Round 3: If fired upon by Valorin, Rain charges the archer if he can't pinpoint Grogan. If Grogan is at point A he takes an attack of opportunity as the wolf passes through his threatened area and then moves to flank him with Valorin. If Rain has heard

Grogan moving up to take up his ambush position, Rain quickly veers off to the point marked R2. He then attacks the hunter.

If the PCs make opposed Spot or Listen checks against Grogan's and Valorin's Move Silently and Hide checks, then they are aware of the hunters' movements and can attempt to intercept them before they attack Rain. When the PCs reach the hunters and wolf, and the fight breaks out in earnest; be sure to make it a rowdy brawl. Grogan employs his considerable strength and mass to topple players, using the bull rush action to push them through tents or launch them over wagons. Any PCs or hunters who end up careening through tents and stalls can roll on the "Random Stall and Tent" table to see what kind of goods or food products they get tangled up in. This fight should be wild (and a lot of fun) as wolf, hunter, and hero alike smash, tumble, and lurch their way through the bazaar.

Once the fight breaks out (regardless of how it begins) Rain recognizes Grogan's scent and attempts to down the man if cornered. The wolf is tired of running and fights the hunter to the death. Rain focuses all of his attacks on Grogan. Valorin retreats out of melee range and peppers the wolf with arrows making full use of his Precise Shot feat. If Grogan is killed or disabled, Rain attempts to flee from the other hunters and the PCs, unless the PCs can convince him otherwise.

When the PCs reach the wolf, Rain regards them cautiously (he has been attacked by nearly everyone he has come across—treat Rain as initially indifferent to the PCs) but will not attack outright if the PCs do not appear threatening. If calmed or communicated with (via *speak with animals*, wild empathy, or a DC 15 Handle Animal check) he becomes cooperative and happy to have finally found someone willing to help him.

Development: If the PCs are defeated, the constables mop up after them and detain Grogan and Valorin. As long as the PCs delayed the hunters a bit, Rain should survive the encounter. If the PCs befriended Rain before their defeat, the wolf remains at their side until they are revived, wary of anyone who approaches. If not, then Rain is subdued, mostly unharmed, by the constables.

If Rain is befriended he urgently tries to get anyone to return to the North Woods with him. The constables have better things to do than track wolves through the woods, especially with all the preparations for the festival to take care of. If Grogan is still alive, the PCs and constables alike have a difficult time keeping Rain from tearing the man's throat out. If the PCs begin to suspect Grogan of greater wrong-doing than poaching and attempting to kill Rain, they may interrogate him. A DC 20 Intimidate check forces Grogan to reveal his capture of Tamris and his plan to force the ranger to show them the best sites and trails for hunters to poach elusive speckled wolves. If the Intimidate check is extremely successful (DC 25) Grogan also reveals that his two comrades currently guard Tamris back at their campsite, and he gives the PCs a basic description of their abilities and skills. If asked about any preparations for intruders, Grogan also reveals to the PCs that Tor has an *alarm* spell around the camp and that he was supposed to make a special wolf call when he returned to let the other two hunters know that it was him and not an intruder. This information will be very useful to the PCs in "Poacher's Paradise."

If the PCs are willing to go, Rain leads them north into the woods to save his half-elf companion. Even if the PCs are badly injured in the fight against Grogan and Valorin, the constables should not accompany them. However, Gorik gladly lends his assistance, and Rain is a valuable ally in the fight to save Tamris. Read "Poacher's Paradise" for further details.

Ad-hoc XP Award: If the PCs win the fight they should be awarded XP as if they had defeated a CR 2 encounter (in addition to experience earned for defeating opponents). If the hunters defeat the players but Rain survived, they should only receive XP equal to Rain's CR 2.

POACHER'S PARADISE (EL 6)

After a short, 4-hour journey through the North Woods, Rain suddenly slows his pace and his hackles rise. The PCs are close to the encampment. If the PCs killed Grogan before they could interrogate him, or if they followed Rain's trail back to its source without discovering the particulars of Tamris's situation, then they may set off Tor's silent *alarm* spell as they approach. If Notch detects intruders (with his considerable Listen skill) he informs his master. If no wolf call is given, Tor and Meg are quite prepared for the PCs and they are in for a difficult battle. Read or paraphrase the following as they approach the clearing:

> Ahead through the underbrush lies a quiet clearing. On one side is a firepit, now just barely aflame, mostly glowing embers. On the other a large pit descends deep into the ground. The only detectable sounds are muffled grunts and moans of pain issuing from this hole. The campsite otherwise appears abandoned.

If the PCs successfully interrogated Grogan then they are aware of the danger and may use the special wolf call Grogan taught them. This requires a DC 20 Bluff check or Perform (oratory or sing) check. If the PCs asked him along, Gorik gladly employs his Bluff talents in their stead. If the call is sounded, read the following text instead as the PCs approach the camp:

> Another "wolf" raises its yowl in answer to your call. Emerging through the underbrush, you see a small clearing. To one side of the clearing is a fire pit. A man in green robes hunches down by it busy over a pot of stew. A heavy crossbow rests on a stump next to him. On the other side of the clearing is a large pit; grunts and moans of pain can be heard echoing out of it. By the pit's edge is a tall woman with a hard wiry frame, wearing black leather armor. Over her armor she wears a unique harness from which two black-lacquered hand crossbows hang. Across her back are slung two sleek light crossbows, which also appear to be attached to the complex harness.

As soon as Meg and Tor (at the points marked M1 and T1 on the map, if they're surprised) realize that the PCs are not Grogan they open fire on them. Taken by surprise, the two hunters will be hard pressed and not put up too much of a struggle. If it looks like they will be overwhelmed, Meg runs into the underbrush and takes the path shown on the map of the campsite (which leads the PCs through several traps) to escape. Tor casts *obscuring mist* and then uses the cover provided to likewise escape into the woods.

If the PCs blunder into the camp without using the wolf call, Meg and Tor are hiding in the underbrush in the positions noted on the map. As soon as the PCs enter the campsite, the hunters launch their attack.

Meg, Female Human Rog 3: CR 3; Medium humanoid (human); HD 3d6+3; hp 16; Init +4; Spd 30 ft.; AC 17, touch 14, flat-footed 13; Base Atk +2; Grp +2; Atk/Full Atk +6 melee (1d6/18–20, rapier) or +6 ranged (1d4/19–20 and poison, hand crossbow) or +6 ranged (1d8/19–20 and poison, light crossbow); SA sneak attack +2d6; SQ evasion, trap sense +1, trapfinding; AL CE; SV Fort +2, Ref +7, Will +3; Str 11, Dex 18, Con 12, Int 10, Wis 14, Cha 13.

Skills: Appraise +2, Bluff +4, Climb +3*, Disable Device +4, Escape Artist +6*, Gather Information +3, Hide +10*, Jump +5*, Listen +8, Move Silently +10*, Profession (hunter) +4, Search +2, Spot +8, Tumble +9*, Use Rope +6. *Feats:* Exotic Weapon Proficiency (hand crossbow), Point Blank Shot, Weapon Finesse.

*Includes –2 armor check penalty.

Possessions: Studded leather, rapier, 2 light crossbows with 20 poisoned bolts (Medium spider venom—Fort DC 14, 1d4 Str/1d4 Str), 2 hand crossbows with 20 poisoned bolts (Medium spider venom—Fort DC 14, 1d4 Str/1d4 Str), quick draw crossbow harness, belt pouch with 70 gp.

Close to the fire is her bedroll and a sack with a whetstone and a hunk of dried bread inside.

Quick Draw Crossbow Harness: Meg's quick draw crossbow harness allows her to draw any of her four crossbows as a free action. This harness is designed specifically for crossbows, and it can hold up to four light or hand crossbows, or up to two heavy crossbows. This piece of equipment is worth 150 gp.

Lithe and stealthy as a shadow, Meg prefers to keep her distance and let her crossbows talk for her. She is an exceptional hunter and takes pride in her ability with her bows above all else.

Tor, Male Human Wiz 4: CR 4; Medium humanoid (human); HD 4d4+8; hp 20; Init +1; Spd 30 ft.; AC 12, touch 12, flat-footed 11; Base Atk +2; Grp +3; Atk +4 melee (1d4+1/19–20, masterwork dagger) or +3 ranged (ranged touch); SA spells; SQ —; AL NE; SV Fort +5, Ref +2, Will +6; Str 12, Dex 13, Con 14, Int 17, Wis 15, Cha 09.

Skills: Concentration +10, Craft (trapmaking) +10, Knowledge (arcana) +10, Knowledge (nature) +8, Move Silently +8, Profession (hunter) +7, Spellcraft +12, Spot +2 (+5 in shadows). *Feats:* Alertness (when Notch is within arm's reach), Combat Casting, Craft Wondrous Item, Great Fortitude, Scribe Scroll.

Spells Prepared (4/4/3; save DC 13 + spell level): 0—*daze, mage hand, ghost sound, light;* 1st—*alarm* (already cast), *magic missile, obscuring mist, shocking grasp;* 2nd—*ghoul touch, mirror image, scorching ray.*

Possessions: Masterwork dagger, heavy crossbow with 10 bolts, *boots of elvenkind, ring of protection +1, potion of cure moderate wounds,* scroll of *magic missile* (3rd level), scroll of *shield,* jeweled belt (250 gp), belt pouch with 87 gp.

Lying near the fire pit is Tor's backpack and bedroll with a few days rations, 50 feet of rope, and a waterskin.

Spellbook: Tor's spellbook holds all the spells he has prepared, as well as the following: 0—all; 1st—*shield, spider climb, true strike, ventriloquism;* 2nd—*cat's grace, darkvision, Melf's acid arrow, protection from arrows.*

Tor's only friend is Notch, his owl familiar. He tolerates Grogan and Meg because they are useful, but he secretly finds their lack of intellect tiresome. For Tor, the partnership is about nothing more than speckled wolf pelts and the gold they bring.

Notch, Owl Familiar: CR 1/4; Tiny magical beast; HD 4 (effective); hp 10; Init +3; Spd 10 ft., fly 40 ft. (average); AC 19, touch 15, flat-footed 16; Base Atk +2; Grp –9; Atk +7 melee (1d4–3, claws) or +7 ranged (ranged touch); SQ deliver touch spells, empathic link, improved evasion, low-light vision, share spells; AL N; SV Fort +2, Ref +5, Will +6; Str 4, Dex 17, Con 10, Int 7, Wis 14, Cha 4.

Skills: Concentration +7, Knowledge (arcana) +5, Knowledge (nature) +3, Listen +14, Move Silently +17, Profession (hunter) +7, Spellcraft +5, Spot +6 (+14 in shadowy illumination). *Feats:* Weapon Finesse.

Tactics: Meg and Tor have thought through their ambush. Anyone approaching the campsite without giving them the special wolf call signal first is in for a brutal assault.

As soon as the PCs trip the *alarm* spell, Tor and Meg move to their positions on the map (marked T2 and M2 on the map), and Tor casts *shield* on himself from his scroll. Next he casts *ghoul touch* on Notch and orders his familiar to attack. In the meantime, Tor unleashes his *magic missiles* on the most obvious threat (spellcasters, or anyone who spots him). After this he fires his heavy crossbow. If Notch delivers his *ghoul touch* and lives, he returns to Tor who casts *shocking grasp* on him and sends the owl back for another touch attack.

Meg begins the fray by letting loose with her light crossbow, dropping the first so she can still take her move action to change location instead of reloading. She relies on her crossbow harness to quick draw her crossbows as a free action, allowing her to fire a crossbow (either hand or light) every round and then Move Silently to a new hiding spot in the underbrush to keep sniping the PCs. When she is down to her last bow, she holds position and uses that unless someone closes to melee with her. Meg is a skilled hunter and always remains at maximum range from the party to make it difficult for any fighter types to close to melee range. If this happens she ditches the last crossbow and battles with her scimitar.

Tor has little taste for melee, using his heavy crossbow's considerable range to his advantage. If engaged in melee, he casts *mirror image* to even the odds, followed by his other offensive spells. He turns to his dagger only as a last resort. If the images are all eliminated, the wizard flees, casting *obscuring mist* to cover his escape as best as possible.

The overall tone of this fight should be one of confusion. If the PCs do stumble into the ambush, they must make opposed Spot and Listen Checks against the hunter's Hide and Move Silently checks. Otherwise they probably have no idea where the attackers are or even how many there are (due to Meg's constant position changes). Both poachers know where all the traps in the area are and try to avoid without giving their presence away. If the PCs surprise the hunters through good use of interrogation against Grogan, then their reward is a satisfying fight in which their intelligence and guile give them an advantage over the hunters.

Rain and Gorik may also aid the PCs, at your discretion. If the fight looks like it will go poorly, the wolf and bard can lend as much assistance as necessary. If the PCs seem to have Meg and Tor in hand, Rain and Gorik rush to the pit to aid Tamris instead.

Traps: As noted on the map, Tor has outfitted the site with several traps, usually used to catch and kill prey. These are now a serious threat to any unsuspecting PCs.

The three trees just north of the fire and pit are rigged with trip cords that unleash several sharpened low-hanging branches of the trees. These branches are tied back tightly ready to spring out upon release, spearing any unfortunate PCs caught in the trap.

Pit Traps: CR 2; mechanical; location trigger; manual reset; DC 20 Reflex save avoids; 20 ft. deep (2d6, fall); multiple targets (first target in each of two adjacent 5-ft. squares); Search DC 24; Disable Device DC 19.

DRAGON #312: EVIL CLASSES

The last issue of the special three-part update series focuses on evil classes. Play vicious anti-paladins, devious enchanters, vile necromancers, and stealthy assassins. This issue details a new demon lord! Learn the deadly secrets of the Ebon Maw, the archfiend of eternal hunger, and unleash his horrible servants on your campaign. Faiths of Faerûn, the popular column exploring the servants of Faerûn's deities, returns with look at Lovitar, the Cold Maiden. Get a close look at the evil torments of the drow in the "Ecology of the Drider."

Use new celestials as character races, with level progressions, class abilities, and options like those presented in *Savage Species*. These new character races make great allies for existing adventuring parties or interesting character options for experienced players.

This issue also features original game content related to the new *Dragonlance Campaign Setting* book and the new miniatures line from Wizards of the Coast. Check out great content from Richard Baker, Chris Perkins, Monte Cook, Skip Williams, and others.

DUNGEON #103 POLYHEDRON #162

Glacial Inferno By Kent Ertman: The fiery Halls of Huhueteotl have been overtaken by a power bent on bringing a new ice age to the land. While the PCs believe the Huhueteotl himself must be stopped, that's really only the beginning of their troubles. A D&D adventure for 7th-level PCs.

Forest of Blood By Wil Upchurch. Cultists of Malar are always on the hunt for new converts. One zealot hopes to bring the town of Laednon under the Beastlord's influence. With a foul, madness-inducing concoction in hand, he begins his subtle campaign of chaos. The PCs must uncover the mad druid's plot and bring peace back to Laednon. A D&D *Forgotten Realms* Adventure for 4th-level PCs.

Plus, another special *Dungeon* subscriber section.

Polyhedron #162 All the d20 Support That's Fit to Print! Join us next issue as we return to the good old days of *Star Wars RPG* support, the *Living Greyhawk Journal*, and new NPCs and rules for *d20 Modern*. All that plus the triumphant return of Downer, everyone's favorite dark elf dungeon dweller. See you in 30!

Sharpened Branch Trap: CR 1; mechanical; location trigger; manual reset; Atk +10 ranged (1d8/×3, spear); Search DC 20, Disable Device DC 20.

Tamris is lying in one of the pit traps right now (marked on the map). After he fell in he was peppered with poisoned crossbow bolts from Meg. There are three more of these well hidden pits.

Development: After Meg and Tor are run off or defeated, the PCs discover the half-elf ranger Tamris poisoned, wounded, and bound at the bottom of the pit. He is in sorry shape and requires medical attention and healing to travel. Once he is better off, he thanks the PCs profusely for their assistance, and he and Rain share a happy reunion. So grateful is the ranger that he gives the PCs his cloak. Parting with it is no small matter as the cloak is his elven family's last heirloom. His gratitude is indeed deep.

Tamris Quickthorn, Male Half-elf Rgr 5: CR 5; Medium humanoid (elf); HD 5d8+10; hp 43 (currently 0); Init +3; Spd 30 ft.; AC 17, touch 14, flat-footed 14; Base Atk +5; Grp +7 (currently +0); Atk +9 melee (1d8+2, masterwork longsword) or +7 melee (1d3+2 nonlethal, unarmed strike); Full Atk +7 melee (1d8+2/19–20, masterwork longsword) and +6 melee (1d4+1/19–20, masterwork dagger) or +7 melee (1d3+2 nonlethal, unarmed strike); Current Atk/Full Atk +0 melee (1d3–5 nonlethal, unarmed strike); SA combat style (two-weapon combat), favored enemy (humanoid—goblinoid) +4 and (humanoid—orc) +2; SQ animal companion, half-elf traits, wild empathy +9; AL NG; SV Fort +6, Ref +4, Will +4; Str 15 (currently 1), Dex 16, Con 15, Int 12, Wis 17, Cha 15.

Skills: Climb +6 (currently +0), Diplomacy +4, Gather Information +4, Handle Animal +7, Hide +16, Jump +6 (currently +0), Knowledge (nature) +8, Listen +12, Move Silently +11, Search +7, Spot +6, Survival +11 (+13 aboveground or following tracks), Swim +7 (currently +0). *Feats:* Combat Reflexes, Endurance, Track, Weapon Focus (longsword).

Possessions: Masterwork studded leather, masterwork longsword, masterwork dagger, longbow with 20 arrows, *cloak of elvenkind*, *ring of protection +1*, 2 *potions of cure moderate wounds*, belt pouch with 10 gp.

All Tamris's possessions (except his cloak) currently lie beside the fire with the hunters' gear.

CONCLUSION

The adventure should wrap up with a massive celebration for Blossom Eve and the Festival of Flowers, where Renault publicly acknowledges the PCs' actions. Depending on how well they did, they may end up as guests of honor at the Eve Banquet and enjoy a veritable feast, as well as a mug or three of spirit mead at Renault's side. Samuel insists that the PCs take the bounty money (200 gp) he originally offered for hunting the wolf, now as a reward for saving its life as well as the life of its master. Tamris and Rain both owe the PCs a great debt and make great future allies for the party. Gorik is also willing to lend them aid in the future. Tamris and Gorik might even lead the PCs on to other adventures as the two companions intend to head back into the wilds.

Alternatively, the bazaar holds great potential for future adventure. If any of the PCs were responsible for damaging the wares of the merchants they might seek retribution or demand that the PCs make it up to them by undertaking a quest. A ring of thieves has also recently moved into town to pilfer goods in the bazaar. Perhaps they made use of the earlier brawl's chaos to make off with loot, leaving the PCs to take the heat.

Items purchased in the bazaar could also lead to countless adventures. An enigmatic gnome invention might pose a riddle to the PCs leading them off on a quest. Or a prayer book bought at a strange stall might possess a secret page (mysteriously revealed by a PC's last name) containing a detailed map of a ruined temple of Pelor far to the west of town. Ω

Nicolas Logue is a vagabond 5th-level monk/3rd-level fight choreographer currently operating out of the island paradise of Hawaii. He dedicates this adventure to the "doodez" in all their glory.

by Aaron Williams
www.nodwick.com

PIFFANY! GET BACK!
THAT WOLF IS DANGEROUS!
NO, HE ISN'T, SILLY!
I USED MY "CONVERSE WITH CRITTER" SPELL, AND HE'S BEEN TELLING ME ALL ABOUT WHAT'S REALLY GOING ON.
GROWL-RRRUFF-HUFF GRRUGGRRR-GROWF.
UM, HE ALSO APOLOGIZES FOR THE ACCIDENTAL EATING OF OUR LARGE-NOSED FRIEND, AS HE DIDN'T REALIZE WE WERE PLAYING SOME KIND OF GAME, RATHER THAN HUNTING HIM.
BELLCH!
YOU TWO DID SOMETHING WITH NODWICK WHILE I WAS HEALING THAT FARMER'S WOLF-BITTEN BOTTOM, DIDN'T YOU?
IT WAS HIS IDEA.

03.

ZENITH TRAJECTORY

BY DAVID NOONAN

ARTWORK BY TOM BAXA, JEFF CARLISLE & MARK NELSON · CARTOGRAPHY BY CHRISTOPHER WEST

"…[T]he savagery, the utter savagery, had closed round him,—all that mysterious life of the wilderness that stirs in the forest, in the jungles, in the hearts of wild men. There's no initiation either into such mysteries. He has to live in the midst of the incomprehensible, which is also detestable. And it has a fascination, too, that goes to work upon him. The fascination of the abomination—you know. Imagine the growing regrets, the longing to escape, the powerless disgust, the surrender, the hate."

—Joseph Conrad, *Heart of Darkness*

"Zenith Trajectory" takes the player characters (PCs) from the town of Cauldron to an Underdark temple, where they must rescue a dwarven defender among a bloodthirsty cult of kuo-toans. The adventure is designed for a group of four 6th-level characters, and the PCs may reach 8th level by the conclusion of "Zenith Trajectory." You can easily modify the adventure to accommodate larger or smaller parties as well as PCs of higher or lower level (see the "Scaling the Adventure" sidebar below).

When the PCs earn enough experience to attain a higher level, allow them to advance during the course of the adventure. There isn't much time pressure on the PCs, so they can take time off during "Zenith Trajectory" for healing, item creation, or spellcasting.

The adventure takes place after the events of "Life's Bazaar" (*Dungeon* #97) and "Flood Season" (*Dungeon* #98). If you're playing through the adventures in sequence, characters should be familiar with the town of Cauldron and will recognize some of the NPCs in the adventure. You can also play "Zenith Trajectory" as a stand-alone adventure, because it doesn't explicitly rely on events from the previous adventures.

PREPARATION

You should have a copy of the *Player's Handbook, Dungeon Master's Guide,* and *Monster Manual* before you run "Zenith Trajectory." This adventure uses the revised versions of those books available in July, but you should be able to use the older books with little difficulty. A copy of *Dungeon* #97 is also useful because it provides more detail on the town of Cauldron, including a large town map.

Pertinent statistical information is provided in the adventure text when appropriate. Because the kuo-toan temple at the adventure's conclusion has many NPCs with class levels, it's a good idea to familiarize yourself with those stat blocks before those sessions begin.

As in "Life's Bazaar" and "Flood Season," Campaign Seed sidebars are scattered throughout this adventure. Some campaign seeds refer to threads of the ongoing plot that future adventures in this series will use. Others are useful points for you to add your own creativity to the ongoing campaign.

BACKGROUND

Dark plots are afoot in the town of Cauldron, despite the best efforts of adventurers, who've already foiled a kidnapping conspiracy and averted a citywide flood. Vhalantru the beholder is still the city's puppetmaster, ruling from behind the guise of the Lord Mayor. The secret society of Cagewrights build their *soulcages* in secret, looking forward to the day when they can turn Cauldron into a massive gateway for an army of fiends from the Outer Planes.

For the interplanar gate to open, each of the *soulcages* must contain a sacrificial victim bearing an invisible birthmark: the Carcerian Sign. Most of these victims, known as the Shackleborn, are unaware of their sinister birthright. The characters may have met one Shackleborn, a child named Terrem, in "Life's Bazaar," but they were probably unaware of his birthmark. Now the Cagewrights have set their sights on another Shackleborn: Zenith Splintershield, a righteous dwarven defender who disappeared in the Underdark a decade ago. The Cagewright's divinations have revealed that Zenith yet lives, but is a prisoner of a kuo-toan cult deep underground—a prisoner of sorts.

Zenith marched into the Underdark with a small army of dwarves, steadfast in his determination to save the vast caverns from evil. But the Underdark didn't want to be saved, and Zenith's men faced countless grim battles against mind flayers, derro, and worse. As he buried friend after friend, Zenith despaired of his quest. Somewhere in the dark, he grew insane—or had his first revelatory vision from the Eye in the

Darkness, as he would put it. With the surviving dwarves, Zenith marched into the kuo-toan temple-fortress of Bhal-Hamatugn, as bid by his vision. The kuo-toans easily captured the dwarves, then mercilessly slaughtered all but Zenith in a horrid ritual. As he was being led to the sacrificial dais, Zenith began to babble wildly in Kuo-toan, prophesying the bloody death of the kuo-toan sorcerer-chieftain.

Intrigued, the kuo-toas spared Zenith's life. The following day, the kuo-toan chieftain was indeed dead, slain by a demon when its *planar binding* spell went awry. The kuo-toans unshackled Zenith and listened closely to his raving prophecies. Years later, Zenith is the de facto leader of the kuo-toans, goading them to greater atrocities in the name of the presence he knows only as the Eye in the Darkness. His dread ferocity in battle and his uncanny visions have amazed the kuo-toas, who venerate him with a passion that borders on worship.

The Cagewrights don't know any of this, but they need Zenith in their clutches just the same. For he bears the Carcerian Sign, and there's a *soulcage* waiting for him in Cauldron.

Meanwhile, Vhalantru has noticed the PCs, and he wants to determine whether they're an obstacle or a useful tool. After testing the characters' mettle, he sends them to look for Zenith Splintershield under completely false pretenses.

ADVENTURE SYNOPSIS

Vhalantru wants to test the characters, and the Lord Mayor has had difficulty lately collecting taxes from a merchant named Maavu. When an errand takes the PCs to northwest Magma Avenue, Vhalantru's agents release a fiendish umber hulk to rampage through the city—conveniently near many of Maavu's shops, offices, and warehouses. When the characters vanquish the marauding umber hulk, they get an invitation to Cusp of Sunrise, an invitation-only club for nobles.

After dinner at the Cusp, an alluring noblewoman named Celeste leads them into a private meeting room where they meet a dwarf so decrepit that he looks dead. The dwarf, Ironlord Davked Splintershield, explains that he has been cursed by a terrible wasting disease because he disowned his three sons. The only way for the curse to be lifted, Davked relates, is to make peace with each of his three sons. He's done so with two sons, but he can't find the third son, Zenith Splintershield.

Celeste offers the PCs 5,000 gp each if they can find Zenith and return him to Cauldron. The characters head north from Cauldron into the mountains, eventually reaching an entrance to the Underdark near the hut of an old hermit named Crazy Jared. They climb down into the Underdark and reach the kuo-toan temple of Bhal-Hamatugn. There the PCs learn that Zenith is the leader of the kuo-toas, not a prisoner. They must contend with Zenith and the kuo-toas before returning to Cauldron to claim their reward.

ADVENTURE PACING

Most of the combat encounters in the first three chapters of the adventure are of a higher encounter level than the PCs' average level. That's intentional, because the PCs aren't under immediate time pressure and can fully heal and prepare spells after every major encounter.

Once the PCs reach Bhal-Hamatugn, "Zenith Trajectory" becomes a more traditional site-based adventure. There are fewer high-EL encounters there. Other than the climax, many of the high-EL encounters have extenuating circumstances that make them easier for the PCs.

Depending on how close to a new level the PCs are when they begin the adventure, they may attain a new level while in the mountains north of Cauldron or in the Underdark. Let the characters level-up without taking time off or undergoing training if they're traveling, because such a delay will bring the whole party to a halt. You can justify instantaneous level advancement by imagining that characters have been training in their spare time all along. For example, it's reasonable to assume that the 6th-level wizard has been practicing *wall of fire* for weeks and finally gets it right one day (the day she attains 7th level, of course).

HOW TO READ THE QUICK-REFERENCE FORMAT

As an experiment, this adventure alters the usual format for *Dungeon* adventures in an effort to make key information easier for you to find quickly. At the beginning of each encounter are four entries.

Light: Indicates the source and strength of any light present, using the rules in Chapter 9 of the *Player's Handbook*. This doesn't include any light sources the PCs are carrying with them, of course.

Sound: Describes sounds that PCs might hear. Some will be automatic, while others require Listen checks at the listed DC.

Reaction: Indicates how the PCs' actions in this encounter might affect other areas. Reinforcements from adjacent rooms are the most common kind of reaction. The trigger for the reaction is listed first, then the reaction after a dash. Some reactions occur automatically; others happen only under certain conditions, which are listed parenthetically. For example, the bugbears in the next room over will join the fray in 3 rounds if they succeed at a DC 15 Listen check, made every round of the fight. The reaction line for that encounter would read: "To sounds of battle—bugbears join fight in 3 rounds (Listen DC 15)."

Auras: In order from strongest to weakest, lists the magic auras PCs might see with a *detect magic* spell. The strength of each aura is listed, then in parentheses it lists the source of the aura, the Spellcraft DC required to tell what school the aura is, and what school it is. Keep in mind that PCs might not be able to see every aura listed right away because they don't have line of sight to it. If an encounter has evil auras, those are noted in this section after the magic auras. Auras of other alignments exist, but aren't part of the quick-reference format because they come up in play so rarely.

TREASURE

"Zenith Trajectory" gives out roughly 40% more treasure than the average recommended in Chapter 3 of the *Dungeon Master's Guide*. The adventure has many monsters with class levels, all of whom are equipped by NPC standards. That means the PCs will collect a lot of gear that, when accumulated, is worth a lot of money. But the PCs will find that much of the monsters' equipment is inferior to the gear they already have, so they'll sell it at half its purchase price and thus get only half the economic value from it. The PCs will have more than a dozen masterwork heavy shields and rapiers at the adventure's end, but they probably have magic weapons and magic armor already.

It's a good idea to audit the PCs accumulated gear periodically, making sure that they adhere reasonably closely to the average PC wealth described in **Table 5–1** of the *Dungeon Master's Guide*. If the PCs don't bother with the kuo-toas' nonmagical gear, for example, they'll be "undertreasured" and you might have Celeste give them a bonus for a job well done.

CAULDRON

The town of Cauldron is described in greater detail in "Life's Bazaar" and "Flood Season." If you aren't using those two adventures, the following brief description should suffice.

Cauldron is a large town nestled in the crater of an inactive volcano. The city streets form concentric rings around the inner ridge, and the cross-streets lead down to a small lake in the crater's center. A 50-foot-tall wall surrounds the city, broken only by four gates that lead to the outside world.

In general, upper-class neighborhoods are near the walls and lower-class ones surround the lake. The map of Cauldron identifies locations important to "Zenith Trajectory," plus locations featured in previous adventures and some spots you might find useful during the ongoing campaign.

♕ **Cauldron (large town):** Conventional; AL NG; population 4,500 adults, 3,000 gp limit; Assets 600,000 gp; Mixed (79% human, 9% halfling, 5% gnome, 3% dwarf, 2% elf, 1% half-elf, 1% half-orc).

Authority Figures: Lord Mayor Severen Navalant, male human Ari10, Terseon Skellerang, male human Ftr8 (Captain of the Town Guard).

Important Characters: Lord Orbius Vhalantru, beholder (true overlord of Cauldron); Jenya Urikas, female human Clr7, (cleric at the Church of St. Cuthbert); Meerthan Eliothlorn, male half-elf Wiz13 (merchant staying at the Drowning Morkoth Inn); Keygan Ghelve, male gnome Exp3/Wiz (Ill)1 (owner of Ghelve's Locks); Gretchyn Tashykk, female halfling Com1 (Lantern Street Orphanage headmistress); Vortimax Weer, male human Wiz10 (alchemist and potion brewer at Weer's Elixirs); Skie Aldersun, female gnome Sor6 (proprietor of Skie's Treasury); Phalian Gurnezarn, male human Exp6 (blacksmith and proprietor of Gurnezarn's Smithy); Bjellkir Zanathor (proprietor of Zanathor's Provisions, a general store); Rivek Mol, male human Exp4 (proprietor of The Tipped Tankard); Halpeen Welvihk, male human Exp6 (proprietor of The Drunken Morkoth Inn); Tippys Surefoot, female halfling Exp4 (proprietor of Sure Foot Livery); Embril Aloustinai, human female Wiz5/Clr9 (high priest of the Cathedral of Wee

SCALING THE ADVENTURE

"Zenith Trajectory" is designed for a group of four 6th-level PCs, but with a little work it can be adapted for use by 4th–5th or 7th–8th level characters.

• For lower-level characters, the most important thing you can do to adapt the adventure is give the PCs breathing room as they travel in the wilderness and make their forays into Bhal-Hamatugn. Have the kuo-toas go into "lock-down" mode when the PCs attack Bhal-Hamatugn, rather than have them respond to the sounds of battle in adjacent room. Roll for a possible wilderness encounter every 2 hours during the day and every 4 hours at night.

You should also replace certain creatures with less powerful creatures as indicated below:

Fiendish Umber Hulk: Replace with a normal umber hulk.

Dragons (Gottrod and Dhorlot): Reduce them by one age category each.

Cryohydra: Replace it with a regular hydra, and reduce it to six or even five heads if necessary. Make sure Jared refers to the place as the "pit of the six jaws" or "five jaws" as appropriate.

Kuo-toa Soldiers: Replace with normal kuo-toas.

High-Level Kuo-toas (Aabhaca, Mangh-Mictho, Hlanamm, Saagogoi) and Zenith: Reduce by one or two character levels.

Aushanna the Erinyes: Replace with chain devil or bearded devil.

Draconic Fingerlings: Reduce to only one swarm.

Traps: Replace door traps with *glyph of warding (blast)* traps that deal only 5d8 damage.

Other: Eliminate the Sea Mother statue's ability to augment the kuo-toa whips' lightning bolts.

• For higher-level characters, the easiest way to adjust the adventure is to add a level to each of the creatures that already have class levels, and increase each dragon by one age category. In addition, make the following changes:

Cryohydra: Add an eighth head. Jared mentions the "pit of the eight jaws."

Aushanna the Erinyes: Replace with barbed devil.

Draconic Fingerlings: Add a third swarm.

Traps: Upgrade the *greater glyph of warding* traps so they deal 10d8 damage, and upgrade the poison on Dhorlot's antechamber to purple worm poison.

Other: The Sea Mother statue adds 5d6 points of electricity damage to the kuo-toa whips' lightning bolts.

Remember that changing the Encounter Levels should raise or lower the amount of treasure in the adventure, and the effects will be particularly dramatic if the NPCs have gear the characters want themselves (rather than gear they'll sell at half price for cash). Chapter 3 in the *Dungeon Master's Guide* provides guidance for raising and lowering treasure amounts.

Jas); Asfelkir Hranleurt, male half-orc Clr7 (high priest of the Temple of Lordly Might dedicated to Kord).

Typical Guard Patrol: Vhalantru has started supplementing the town guard with mercenaries lately (it's been an eventful year in Cauldron, after all). A typical patrol consists of a sergeant (Ftr4) and 1d4+2 privates (Ftr2). Many are half-orcs. Guards typically wear breastplates and bucklers emblazoned with the town emblem (a watchful eye wreathed in flames) and carry masterwork halberds or longswords, and shortbows. The sergeant generally has two *potions of cure light wounds* and a *potion of sanctuary*.

Healing: If the characters have befriended the Church of St. Cuthbert (likely during the events of "Life's Bazaar" and "Flood Season," they have access to a 20% discount on potions and healing magic. And Jenya Urikas, the head of St. Cuthbert's order in Cauldron, will arrange to cast *raise dead from* a scroll if the PCs can make a 5,000 gp donation to the church. This is an intentional exception to Cauldron's spending limit, because a long trip elsewhere to get a *raise dead* spell might derail the adventure.

RUMORS IN CAULDRON

The rumor mill in Cauldron is as busy as ever. If the characters do some asking around (either with Gather Information checks or more specific inquiries), they may hear some of the following unsubstantiated tales. Many refer to the umber hulk's rampage described in Chapter 1. For several weeks after "Zenith Trajectory" starts, the PCs' fight against the umber hulk dominates conversation, and the PCs find they've achieved a certain level of celebrity—or notoriety, if the encounter didn't go well.

d12 roll	Rumor
1	The umber hulk burrowed its way up into the city from the Underdark because its caverns were flooded this winter. There are hundreds of such fell creatures down there, and if they discover how much food is available on the surface, they'll destroy Cauldron! (False.)
2	A sinister cult of nobles, playing with dark magic they couldn't control, summoned the umber hulk. (False.)
3	Maavu the caravan-master was keeping the umber hulk has a pet. If you didn't pay the price he offered you, he'd feed you to the monster! (False, although Vhalantru's agents are spreading this rumor.)
4	Maavu was conducting magical experiments and storing the results in his warehouse. One of them escaped and tried to destroy everything in sight. (False, although Vhalantru's agents encourage this rumor too.)
5	Actually, people trying to stop the umber hulk did more damage than the monster did. (True or false, depending on how the encounter went.)
6	Maavu didn't have anything to do with the umber hulk. Most of the property damage was to his buildings. (True.)
7	Kidnappings, magic floods, rampaging monsters . . . Cauldron isn't as safe as it used to be. (True.)
8	Groups of cloaked figures have been seen jumping from rooftop to rooftop the last few evenings. (True; the Last Laugh guild is training new recruits.)
9	When there's fog on the city streets, a vampire stalks Lava Street. (False.)
10	A group called The Striders of Fharlanghn recently defeated a large bandit army west of town. (True.)
11	The Stormblades will be named "Champions of Cauldron" because they recently completed a dangerous mission in the tunnels below town. (False, although they did just do a mission below the city at Vhalantru's behest.)
12	The giants in the mountains north of the city are getting restless and plan to invade Cauldron this winter. (False.)

TRAVEL TO THE CAPITAL

Because Cauldron generally doesn't have magic items worth more than 3,000 gp available for sale, the characters may have to go elsewhere for their big-ticket shopping. The nearest large city is the capital, Sasserine, which boasts 21,000 residents and a 40,000 gp spending limit.

Sasserine is 200 miles south of Cauldron, however. If you want to play out the trip, use the hills and plains encounter table in the *Dungeon Master's Guide* to generate random encounters along the way. If you don't want shopping to become too much of a distraction, two scrolls of *teleport* (1,125 gp each) are sufficient to get the shopping trip done quickly. Vortimax Weer, proprietor of Weer's Elixirs, sells *teleport* scrolls, as does Skie's Treasury (detailed in the Web enhancement for "Flood Season"). Or you can simply decide that the journey to Sasserine and back was uneventful and leave it at that.

CHAPTER ONE: HULK SMASH

The adventure starts with the characters minding their own business on Magma Avenue Northwest when a fiendish umber hulk begins its rampage through the city. The timing of the attack is no accident, of course—Vhalantru has had the characters under sporadic and discreet surveillance, and he's decided the time is right to test their mettle.

The events of "Flood Season" (in *Dungeon* #98) passed many weeks ago, so the characters are completely healed and have had plenty of time to do any shopping, item creation, or other long-term tasks. Before the adventure begins, inform spellcasters that they should prepare spells for a day spent running errands in town, keeping in mind that Cauldron hasn't been the safest city in the world lately.

Magma Avenue Northwest is a mix of small shops and larger mercantile warehouses, so the characters might go there for any number of reasons: replenishing the contents of a spell component pouch, repairing a loose pommel on a sword, or fencing some of the loot from their previous adventures. Even if they don't have specific business on Magma Avenue, it's one of the

four main thoroughfares encircling Cauldron, so they might just be passing through.

UMBER HULK ATTACK (EL 9)

Light: Daylight.
Sounds: Umber hulk's entrance (DC 20). Burrowing umber hulk (DC 10; DC 30 to discern direction of movement and DC 40 to pinpoint). Approaching city watch (DC 10).
Reaction: See **Development** section below.
Auras: Dim (umber hulk, DC 21 conjuration); faint evil (umber hulk).

This encounter should play like a big set-piece action sequence from a movie, with lots of property damage, civilians caught in the crossfire, and other distractions. Because the characters begin completely rested and may eventually get help from the city watch, they have a better chance than the Encounter Level would otherwise indicate.

Have each PC make a DC 20 Listen check to get a moment's forewarning of the umber hulk attack. Those who succeed get a surprise round when they hear the low rumble, and the following boxed text applies to them.

> You're walking among the crowds of Magma Street when you hear a low, almost imperceptible rumble, as if a lot of horses were passing close by. But the people around you don't seem to notice, continuing to walk and shop normally.

Those who succeeded at the Listen check should roll initiative, then take their surprise round actions. Then everyone hears and sees the following, making initiative rolls once you're done reading.

> The rumble becomes a shaking, then a corner of a nearby warehouse collapses with a roar, revealing a burly, insectoid creature with massive mandibles, compound eyes, and wisps of flame visible between its plates of chitin. The street fills with screams and panic.

Map #1 indicates where the umber hulk emerges from Maavu's warehouse. The characters immediately have to deal with the umber hulk and the crowd. At the end of every round, assess how the battle is going, and introduce encounter elements to help or hinder the PCs if you need to. The **Development** section below provides a suggested schedule for reinforcements and complications, but let your own sense of pacing guide your decisions. It's okay if the PCs fight to their limit in this battle, because they'll have plenty of time to recuperate afterward.

There's a lot going on in this encounter. The terrain is complex, there are a number of NPCs to keep track of, and a bunch of characters are probably going to behave randomly because of the umber hulk's confusing gaze. Make sure you've read the stat blocks and keep your notes organized.

Magma Avenue is well-maintained cobblestone except where the umber hulk crashed through the wall, where the terrain is dense rubble, adding 5 to the DC of Balance and Tumble checks, and adding 2 to the DC of Move Silently checks. Warehouse and shop walls are 6-inch-thick wood (hardness 5, 60 hp, Climb DC 21). Exterior doors are strong wooden doors (hardness 5, 20 hp), and they're all unlocked because the shop proprietors flee in such haste.

Creatures: The most important creature in this encounter is the fiendish umber hulk, desperate to destroy as much of the city as possible. The characters also have to deal with crowds of Cauldron residents who were just in the wrong place at the wrong time. As the battle goes on, they may have to deal with the city watch (a help or hindrance, depending on the *confusion* rolls) and three Cauldron residents in particular danger (Beppo, Kyria, and Mergala). The characters may get some useful assistance from agents of the city's Magical Threats Agency, which will rush to Magma Avenue as soon as they can. The tactics for each character or group are discussed separately below.

Fiendish Umber Hulk: CR 9; Large aberration (extraplanar); HD 8d8+35; hp 71; Init +1; Spd 20 ft., burrow 20 ft.; AC 18, touch 10, flat-footed 17; Base Atk +6; Grp +16; Atk +11 melee (2d4+6, claw); Full Atk +11 melee (2d4+6, 2 claws) and +9 melee (2d8+3, bite); SA confusing gaze, smite good 1/day (+8 damage); SQ darkvision 60 ft., DR 5/magic, resistance to cold 10, resistance to fire 10, SR 13, tremorsense 60 ft.; AL CE; SV Fort +8, Ref +3, Will +6; Str 23, Dex 13, Con 19, Int 11, Wis 11, Cha 13.

Skills: Climb +12, Jump +5, Listen +11. *Feats:* Multiattack, Power Attack, Toughness.

Confusing Gaze (Su): *Confusion* as the spell, 30 feet, caster level 8th, Will DC 15 negates.

City Watch, Male and Female Half-orc Ftr 2 (4): CR 2; Medium humanoid (orc); HD 2d10+4; hp 15; Init +1; Spd 20 ft.; AC 16, touch 11, flat-footed 15; Base Atk +2; Grp +5; Atk/Full Atk +7 melee (1d10+4/×3, masterwork halberd); SA —; SQ darkvision 60 ft.; AL LN or LE; SV Fort +5, Ref +1, Will +0; Str 17, Dex 13, Con 14, Int 6, Wis 10, Cha 10.

Skills: Intimidate +3, Sense Motive +1. *Feats:* Alertness, Combat Reflexes, Weapon Focus (halberd).

Possessions: Breastplate, buckler, masterwork halberd, shortbow with 20 arrows, 2d4 gp.

Kyria, Female Human Exp 2: CR 1; Medium humanoid (human); HD 2d6; hp 7; Init +0; Spd 30 ft.; AC 11, touch 11, flat-footed 10; Base Atk +1; Grp +1; Atk/Full Atk +1 melee (1d4/19–20, dagger); SA —; SQ —; AL NG; SV Fort +0, Ref +1, Will +2; Str 11, Dex 12, Con 10, Int 9, Wis 8, Cha 13.

Skills: Appraise +4, Craft (seamstress) +7, Diplomacy +6, Knowledge (local) +4, Sense Motive +4, Spot +7. *Feats:* Skill Focus (Craft—seamstress), Skill Focus (Spot).

Possessions: Dagger.

Beppo, Male Human Com 3: CR 2; Medium humanoid (human); HD 3d4; hp 8; Init –1; Spd 30 ft. (5 ft. when moving fruit cart); AC 9, touch 9, flat-footed 9; Base Atk +1; Grp +0; Atk +0 melee (1d6–1, club); Full Atk +0 melee (1d6–1, club); SA —;

SQ —; AL LG; SV Fort +1, Ref +0, Will +4; Str 8, Dex 9, Con 10, Int 11, Wis 13, Cha 12.

Skills: Appraise +5, Decipher Script +2, Knowledge (local) +3, Profession (foodmonger) +9. *Feats:* Diligent, Iron Will, Skill Focus (Profession—foodmonger).

Possessions: Club, fruit cart (see below).

Mergala, Female Elf Rog 3: CR 3; Medium humanoid (elf); HD 3d6; hp 11; Init +3; Spd 30 ft.; AC 17, touch 13, flat-footed 14; Base Atk +2; Grp +3; Atk/Full Atk +4 melee (1d6+1/18–20, rapier) or +6 ranged (1d8+1/×3, composite longbow); SA sneak attack +2d6; SQ elf traits, evasion, trap sense +1, trapfinding; AL CE; SV Fort +1, Ref +6, Will +3; Str 12, Dex 17, Con 11, Int 10, Wis 14, Cha 8.

Skills: Disable Device +6, Escape Artist +9, Hide +9, Listen +8, Move Silently +9, Open Lock +9, Spot +8, Tumble +9. *Feats:* Dodge, Mobility.

Possessions: +1 studded leather, masterwork rapier, masterwork composite longbow (+1 Str) with 20 arrows, *potion of spider climb*, 2 *potions of cure light wounds.*

MTA Agent, Male and Female Gnome Ill 3: CR 3; Small humanoid (gnome); HD 3d4+9; hp 17; Init +1; Spd 20 ft.; AC 12 (20 with spells active), touch 12, flat-footed 11 (19 with spells active); Base Atk +1; Grp –5; Atk +0 melee (1d4–2 Small club) or +4 ranged (1d6, light crossbow); Full Atk –1 melee (1d4–2 Small club) or +4 ranged (1d6, light crossbow); SA —; SQ gnome traits, spell-like abilities; AL LG; SV Fort +3, Ref +2, Will +7; Str 6, Dex 13, Con 14, Int 15, Wis 14, Cha 10.

Skills: Concentration +8, Gather Information +2, Knowledge (arcana) +8, Knowledge (local) +8, Spellcraft +10. *Feats:* Iron Will, Scribe Scroll, Toughness.

Spell-Like Abilities: 1/day—*dancing lights, ghost sound, prestidigitation, speak with animals* (burrowing animal only). Caster level 1st; save DC 10 + spell level.

Spells Prepared (5/4/3; save DC 12 + spell level*): 0—detect magic, flight, ghost sound, mage hand, message;* 1st—*color spray, mage armor, magic missile, shield*; 2nd—*blur, web* ×2.

Spellbook: 0—all except necromancy, conjuration; 1st—*color spray, expeditious retreat, hypnotism, mage armor, magic missile, shield, silent image;* 2nd—*blur, web.*

Possessions: Small masterwork light crossbow with 10 bolts, Small club, *potion of cure light wounds*, scroll of *dispel magic*, *wand of magic missile (1st level),* scroll of *fly,* scroll of *haste,* spellbook.

Umber Hulk Tactics: The umber hulk's mission is to destroy the city, so it focuses on property damage at first, relying on its confusing gaze to keep the city's protectors at bay. It won't completely ignore the city's residents; it might take a swipe at anyone who comes within reach. Once an attack deals the umber hulk 10 points of damage or a spell somehow hampers its ability to rampage, it attacks any obvious foe.

The umber hulk's most important ability is its confusing gaze. It's too busy trashing the city of Cauldron to actively try to

meet the eyes of PCs, so characters only have to make Will saves at the beginning of their turns. If a PC is within 30 feet of the umber hulk at the beginning of his turn, ask how they handle the confusing gaze (their options are described in the Gaze Attacks section in Chapter 8 of the *Dungeon Master's Guide*).

If reduced to 50% of its hit points, the umber hulk burrows into the ground, leaving no tunnel behind it, then emerges 1d4 rounds later by digging up into the middle of a building. It then trashes the interior before moving out into the street again. It repeats this tactic when it reaches 25% of its remaining hit points.

The umber hulk saves its smite good ability for a bite attack against an enemy wearing the holy symbol of a good deity, unless it's about to die anyway, in which case it smites anyone nearby, hoping the target is good. It reserves use of its Power Attack feat for unarmored foes and buildings. If it misses an unarmored foe by 5 points or more, it won't use Power Attack against that character again.

When the umber hulk attacks a building, just skip right to damage, rolling 2d4+12 for each claw and 2d8+9 for the bite. A building wall has hardness 5 and 60 hp. If you don't want to keep track of hit points for wall sections, just assume that six attacks (or 2 full-round actions) are sufficient to tear a 5-foot hole in a building. Two adjacent 5-foot holes is enough damage to cause the entire wall to collapse.

Crowd Tactics: The passersby marked on the map of the umber hulk attack function as crowds (described in the City Streets section in Chapter 3 of the *Dungeon Master's Guide*). As the DM, you have enough to keep track of without worrying about the exact composition of the crowd. Every round at initiative point 0, the crowds move 30 feet away from the umber hulk. If the crowd falls within range of the umber hulk's confusing gaze, however, the entire crowd doesn't move that round (those fleeing are hindered by those attacking, babbling, and so on). Characters can use Diplomacy or Intimidate to direct the crowds, as described in the *Dungeon Master's Guide*. Even a confused crowd can be directed, although it moves at only half speed because not everyone willingly responds.

City Watch Tactics: Unless the PCs warn the city watch ahead of time, 1d4+4 soldiers of the city watch rush into melee with the umber hulk, exposing themselves to its confusing gaze. Those who make their save—which won't be many of them—avert their eyes each round and attack as best they can with their halberds. Once they realize they're out of their league, they attempt to retreat (read: flee) or desperately cry for help.

Kyria Tactics: Kyria is a seamstress who lives in the third-story apartment marked "K" on the map. The round she appears, she screams for help from the apartment window, holding a baby in her arms. On the following round, the umber hulk passes within 30 feet of her window. Once that happens, Kyria sets her swaddled baby on the window sill on her next action, twitches, and flees back into the apartment. The baby works its way free of the swaddling with a DC 10 Strength check (the baby has Str 1), making one check each time Kyria's initiative point comes up. Once the baby gets free, it wavers precariously on the window sill for one round, then falls to the street at Kyria's initiative point in the round after that.

Beppo Tactics: Beppo is a fruit merchant who frequents Magma Avenue in the spot marked "B." His cart is overladen with fruit and other comestibles. Beppo has a Strength of 8, so he can only move the cart 5 feet as a full-round action. Beppo is stubborn enough to have a good chance of resisting the umber hulk's confusing gaze (and he keeps his eyes closed after the first round anyway), but also stubborn enough to refuse to leave his fruit cart.

The cart weighs 800 pounds, but its wheels make it effectively weigh 400 pounds for the purposes of movement. As a full-round action, each character helping Beppo applies his Strength separately to the cart, using the heavy load listed on **Table 9–1:** Carrying Capacity in the *Player's Handbook*. Beppo, for example, has a heavy load of up to 80 pounds. If the sum of everyone's heavy load reaches or exceeds 400 pounds, the cart will move 20 feet with each of Beppo's move actions. Otherwise, it moves at only 5 feet per round during Beppo's turn.

Mergala Tactics: Disasters sometimes bring out the worst in people, and one of them is Mergala (marked "M"), a common criminal who tries to take advantage of the disorder to sneak into the warehouses and shops of Magma Avenue and help herself. She uses the Hide skill, moving 15 feet with each move action, until she reaches one of the following three buildings: Udoo the Silkmonger, Maavu's Imports, or Garlock's Auctions. Then she enters, spends a round casing the joint, then takes 2 rounds to grab all the valuables she can. She then runs away (60 feet as a full-round action because she's got 100 pounds of loot).

MTA Force Tactics: The Lord Mayor recently created a special section within the City Watch, the Magical Threats Agency,

CHANGES IN THE CITY WATCH

This might be the first time characters have contact with the half-orc mercenaries that Cauldron has hired, ostensibly "in response to recent events" (like the kidnappings and the Flood Festival debacle). Vhalantru has a more sinister motive, of course. As preparations to open the gateway to the Lower Planes continue, Vhalantru wants law enforcement officers who didn't grow up in Cauldron and aren't sentimental about the city or its residents.

The Magical Threats Agency, on the other hand, is the brainchild of Haanu Pershai, a watch captain who also happens to be a sorcerer. She set up the MTA herself, with low-level spellcasters (such as the gnomes that respond to the umber hulk) doing street patrols and higher-level spellcasters taking on investigative work. Vhalantru knows about the MTA but is unaware of the higher-level spellcasters acting as "investigative consultants" for Pershai.

in response to recent events. Their precinct station happens to be nearby, so they come to face the umber hulk. A group of four gnome wizards arrives with *mage armor* already cast, then they cast *shield* and *blur* while they assess the scene. The gnomes then attack from outside the range of the umber hulk's confusing gaze with their *wands of magic missile*. The MTA agents try to coordinate their efforts with the PCs if it looks like the PCs are being effective, offering to cast *haste* or *fly* from their scrolls, for example. They're also eager to lure the umber hulk into an alley, where they can cover it with *web* spells.

The MTA agents have decent Will saves, so they risk the umber hulk's confusing gaze if they must.

Development: This encounter includes a lot of NPCs, but you don't have to deal with them all at once. The umber hulk's confusing gaze ability means that fights against it probably last longer than normal, so you can introduce other NPCs gradually. The following schedule indicates when the characters have a chance of noticing each NPC. Adjust it depending on how the pacing of the battle goes. In particular, strive to give the characters one or two things to worry about beside the umber hulk. They should be somewhat distracted, but don't overwhelm them—or yourself.

Round 1: Umber hulk and crowds.
Round 2: Beppo.
Round 3: City Watch.
Round 5: Kyria.
Round 7: Mergala.
Round 10: MTA agents.

CHAPTER 2: DINNER AND A DEAL

Once the threat of the fiendish umber hulk is over, the PCs have passed Vhalantru's test. Accordingly, he's got work for them, but he disguises the nature of what he's asking the characters to do.

INVESTIGATING THE RAMPAGE

As Magma Avenue returns to normal, squads of the City Watch swarm the area, directing crowds, securing the crime scene (Maavu's warehouse), and otherwise urging everyone to move along, nothing to see here. A kindly sergeant takes a statement from the PCs, thanks them for their efforts, and says, "A representative of the Lord Mayor's office will be in touch with you, probably tomorrow, if there's anything else."

If the PCs want to do some investigating themselves, let them. The City Watch is willing to let them cross barricades and ask the occasional question of a witness, as long as they don't make a nuisance of themselves. But the Watch doesn't have time to escort them from place to place or get them interviews with people who aren't present.

The inside of Maavu's warehouse is completely trashed; the umber hulk's burrowing has even buckled the floor and covered everything with heavy rubble. A DC 20 Search check reveals some sigils that may have formed part of a summoning circle, but it's impossible to know for certain. Any member of the City Watch and anyone who works on Magma Avenue Northwest knows that the warehouse belongs to a rich merchant named Maavu. But Maavu is nowhere to be found. Some of his employees helpfully suggest that Maavu might be at his manor on Obsidian Avenue Southwest, but the domestic staff there says they don't know where he is. Gather Information checks are likewise unhelpful.

More information becomes available later that evening. Shortly after sundown, a rumor spreads through the city about Maavu, and a DC 10 Gather Information check reveals that Maavu was seen fleeing the city at dawn on a black horse with clouds where its hooves should be.

A DINNER INVITATION

Also that evening, a strikingly beautiful woman who identifies herself as Celeste hands one of the PCs a white card and says, "I'd like to arrange a business dinner with you and your comrades for tomorrow sundown. You'll find it profitable. Dress appropriately." She demurs on further questions, saying over and over again, "We'll discuss it tomorrow night." If pressed, she hints that the invitation has something to do with the umber hulk rampage.

The white card is written with fine calligraphy, and it reads: "Cusp of Sunrise/Obsidian Avenue Northeast."

A DC 10 Knowledge (local) or Gather Information check reveals that the Cusp of Sunrise is a well-known dinner club and inn for nobles. Access is by invitation from a member only, and the membership list is reputed to be quite exclusive. A trip along Obsidian Avenue Northeast will reveal an ivy-covered, cross-shaped building with a circular tower that stretches as tall as the city walls. An engraved sign on the ironbound door says "C.o.S.—Members Only." Soft laughter and music can be heard from within.

KNOCKING ON THE DOOR

When the PCs arrive the next day, a knock on the door is met by an immense bald man in light blue robes. "You're the umber hulk people. I'm Renjin—welcome to the Cusp of Sunrise."

He doesn't move from the doorway, however, until the characters produce the white card Celeste gave them. He'd rather not ask for it directly, however, and coughs politely and acts ever more pleasant and nonchalant until the PCs get the idea to give him the invitation. He then smiles broadly and ushers them inside with a grand bow.

Once inside, he looks the PCs over from his mahogany desk. Any character who isn't wearing a noble's outfit (75 gp) and at least 100 gp in visible jewelry won't get beyond the antechamber. Renjin hints about clothing without actually saying the PCs are underdressed, repeatedly complimenting the outfit of everyone he sees who is dressed nicely. If a PC asks about a dress code, Renjin smiles broadly and mentions a clothier and jeweler he knows on Lava Avenue Northeast who's "ever so tasteful."

Melee weapons are perfectly acceptable accessories in the Cusp of Sunrise, but medium or heavy armor is considered a dress code violation. Ranged weapons are likewise frowned upon, and Renjin mentions that "there are no stags to be hunted in the Grand Library, good sir" to anyone carrying a bow or crossbow.

Once everyone is ready, Renjin says, "Celeste will join you shortly. Until then, make yourselves at home. As invited guests, you have access to all areas except for the east wing. You'll find the Grand Library through the door behind me. Good evening."

The encounter with Renjin should last only as long as everyone at the gaming table is having a good time—there's no sense in dragging this out longer than necessary. What you're trying to get across is the exclusive, high-society nature of the club. If you can have a little fun watching the PCs deal with a world that's more foreign to them than the most dangerous dungeon, so much the better.

EXPLORING THE CUSP OF SUNRISE

The doors behind Renjin lead northeast to the biggest room in the club: the Grand Library.

> The center of the Cusp of Sunrise is a room some 100 feet across—a circular tower whose inside surface is covered with bookshelves and iron ladders on sliding rails. A score of nobles are present, but only a few are reading. Most are clustered in conversation as they sip wine from slender flutes. Others play a dice game at a series of circular tables. A few eat, using fine cutlery while ensconced in plush leather chairs.
>
> A harpsichord stands on a small stage to one side, but no one is playing it at present. Blue-robed servants scurry from noble to noble, appearing and disappearing through swinging double doors to the north, south, east, and west.

The PCs can explore beyond the Grand Library if they like. The doors behind them lead past Renjin's desk and outside. The other doors lead to the rest of the club.

North Door: Stables. Nobles who fancy horses make a show of arriving via this door. Stabling and grooming is free for members, and servants are always present grooming horses and repairing tack.

West Door: An engraved sign above the door says, "Dueling in West Courtyard Only." Passing through the door, The PCs find themselves in a glass-enclosed courtyard with finely manicured topiaries and flowering plants. No one is dueling at present, but blue-robed servants are cleaning the glass and trimming the bushes.

South Door: This hallway beyond this door leads to a succession of nicely appointed studio apartments (for out-of-town noble guests and philandering nobles whose spouses have kicked them out of the manor). Members can stay as long as they like for free. About half of the dozen apartments are occupied and thus locked.

East Door: An engraved sign above the door is marked "Offices." Despite Renjin's warning, no one stops the PCs if they walk through this door. Two spiral staircases lead up and down from the underground kitchen; observant characters soon realized that the servants always ascend on one staircase and descend on the other. The rest of the east wing is given over to six conference rooms of varying sizes. Characters who scan the area magically see moderate auras on three of the conference rooms, and a DC 20 Spellcraft check reveals that they're guarded by an abjuration effect (*Mordenkainen's private sanctum,* specifically). Those three doors are locked.

THINGS THE PCS CAN DO

While they wait for Celeste, the PCs can amuse themselves in any number of ways.

Order Drinks: A bar just past the harpsichord in the Grand Library serves dozens of different libations, each costing from 1 gp (house wine) to 100 gp (vintage faun-mead).

Order Food: Any servant can provide a menu or bring a meal to a PC who asks. Each day's menu features at least a half-dozen complete meals ranging in price from 1 gp (slow-roasted mutton with spiced potatoes and leafy greens) to 10 gp (rare venison, saffron-infused grain medley, and druid-tended vegetables). Meals arrive 10 minutes after a character orders one.

Play Dice: The nobles play a dice game called gemsnatcher that uses strange-shaped dice (conveniently, the same dice you play D&D with). Any number of characters can play gemsnatcher, although the tables seat only six. The game begins with each player simultaneously rolling a 4-sided die. Characters who roll a 1 have "snatched the gem" and trade their 4-sided die for a 6-sided die. Then everyone rolls simultaneously again, and anyone who rolls a 1 gets to "snatch the gem" and upgrade their die to the next larger one.

This continues until the round where one or more players are rolling the d20 for the first time (by virtue of rolling a 1 on the 12-sided die in the previous round, obviously). Everyone rolls the die one last time. Every player who doesn't roll a 1 in the final round must pay a number of coins equal to the d20 roll to the player who rolled the 20-sided die. For example, if you're the first player to upgrade to the 20-sided die, your first roll is also the final round of the game. You roll a 14, so every player who didn't roll a 1 in the final round must pay you 14 coins.

At the Cusp of Sunrise, tables are designated "gold," "platinum," or "ingot." The kind of table tells you what kind of coin the winner gets paid in. Ingots are small platinum bars worth 100 gp, and they're available from the bartender. Gemsnatcher is played conversationally. A player typically regales the others with an anecdote, then everyone rolls the dice as they laugh. Someone might then ask a pointed question, and everyone rolls the dice while someone thinks of a witty answer.

Chat with Nobles: Most of the nobles engaged in conversation don't particularly welcome newcomers; they're considered to have an unfriendly attitude, although they are outwardly polite. Characters can use Diplomacy to improve a noble's attitude. Mentioning that they defeated the umber hulk immediately changes the nobles' attitude to friendly, although they insist that the PCs tell them about the battle rather than discuss anything else.

Perform: The unattended harpsichord is a magnet for a bard PC. The nobles are a jaded audience, however, especially when confronted with a musician they don't know. Unless the PCs have already identified themselves as the vanquishers of the umber hulk, the DCs for a Perform check (described in the Perform skill description in Chapter 4 of the *Player's Handbook*) are 4 higher than they'd otherwise be. The harpsichord is of masterwork quality, so it grants a +2 bonus on Perform checks.

Browse the Library: Most of the books cover Cauldron's history, and there's a treasure trove of genealogical data, as well (the Cagewrights have secretly been researching the family history of those born with the Carcerian Sign in case it's an inherited trait). Characters able to spend 4 hours researching a question here gain a +2 circumstance bonus on a Knowledge (geography), Knowledge (history), Knowledge (local), Knowledge (nobility and royalty), or bardic knowledge check.

Don't drag any of these activities out too long. Just as they're diversions for the nobles who frequent the club, so too are they diversions for the players at your table. If your players' eyes are glazing over, introduce Celeste and get on with the adventure.

A PRIVATE MEETING

Celeste makes sure the PCs have whatever food and drink they desire, then ushers them into a conference room in the East Wing (not one of the magically warded, locked ones). Awaiting her there is Davked Splintershield.

CAMPAIGN SEED: WHO IS CELESTE?

More importantly, is Celeste another agent of Vhalantru, an innocent dupe, or a woman with an agenda of her own? We aren't telling. Everyone at the Cusp of Sunrise knows that Celeste—always just Celeste, never a last name—has been a regular at the club for about five years. She doesn't talk about herself much and stays away from gossip and noble intrigues. She's pretty enough that the noblemen chase her for dalliances, but not well-connected enough for serious courtships to develop.

A few of the noblemen are spellcasters in their own right, and they might tell a trusted friend this: *charm person* spells fizzle on Celeste (because she's not a humanoid).

Before you sits a dwarf so old and emaciated that he'd pass for a skeleton in some dungeons you've explored. Even his snow-white beard looks ragged and thin, as if it were about to fall out. But he wears fine robes, and beneath their voluminous folds you see a hint of chain—adamantine, perhaps?

"You're the heroes of the city right now, and it's heroes I need," he wheezes. "I'll pay you well if you rescue my son from the Underdark."

Davked then tells the tale of his son, Zenith, although Celeste takes over for part of the story when Davked gets too winded to keep speaking. Zenith was a righteous dwarven defender and the lord of the Malachite Fortress that guarded the underground approaches to Cauldron. About a decade ago he recruited a small army for a crusade to rid the Underdark of evil, marched into the darkness, and never returned.

Davked pleaded with him not to abandon the Malachite Fortress, and father and son nearly came to blows over the disagreement. Davked freely admits that he was a harsh, unyielding father to his three sons. But he's paid a terrible price: When his wife Marta died last year, she cursed him with her dying breath for driving her sons away. Davked will waste away to nothing unless he makes peace with each of his three sons. He's done so with two of his sons, but he can't possibly travel the Underdark in his frail condition. That's why he wants the PCs to bring Zenith back.

The PCs probably have some questions. Here are Davked's likely answers:

Can't magic cure you? I wish it could. Even the most powerful clerics of my faith have been unable to reverse what Marta wrought. Perhaps the gods found her words fitting—I can't argue with her sentiment.

How do you know he's alive? I've had cleric and wizard alike cast powerful divinations, and here's what they've revealed: Zenith is being held prisoner in a kuo-toan shrine in the Underdark north of here. The shrine is called Bhal-Hamatugn.

How will we find him? Find Bhal-hamatugn and you'll find my son Zenith—how many dwarves could there be in a kuo-toan shrine? You'll know him by his great righteousness, his jet-black beard, and the battle standard of the Splintershield clan, which he is honor-bound to carry.

How soon? The sooner the better, obviously. I don't know how long I've got, and I don't want to face the afterlife with a curse hanging over my head from this world.

How much money? I'll pay you 4,000 gp each, or 6,000 gp worth of arms and armor from the finest craftsmen in my clan. Plus Celeste says she'll sponsor you and pay your membership fee here at the Cusp of Sunrise. That's worth 1,000 gp right there, and the fact that she'll vouch for you is something money can't buy.

How do we get to Bhal-Hamatugn? (Celeste fields this question.) There's a complication. Another group of adventurers—they call themselves the Stormblades, perhaps you've heard of them—caved in all the passageways beneath Jzadirune and the Malachite Fortress about a month ago. So there's no easy access to the Underdark from Cauldron anymore. However, there's reputed to be a fissure that leads to the Underdark in the mountains north of the city. Specifically, a hermit named Crazy Jared mentioned it to some of Davked's clansmen. I've got a map that'll get you to Crazy Jared's place. It's about two days north by horse, or four days on foot.

MAKING THE DEAL

Davked is willing to pay more for the PCs' services, but he won't exactly volunteer that information. If the characters ask for more money, he instead offers them an advance (he'll go as high as 50% paid in advance) or up to 7,000 gp in dwarven weapons and armor. His true limit is 6,000 gp or 9,000 gp in dwarven weapons and armor. If he reaches that point, he angrily wheezes that he should hire the Stormblades instead and tells Celeste the meeting is over.

THE TRUTH

Zenith does indeed have a father named Davked, but this isn't him. This is Gortio, a doppelganger who works for Vhalantru. The real reason that Vhalantru wants Zenith recovered is that Zenith bears the Carcerian sign and a *soulcage* awaits him in Cauldron. Gortio is smart enough to lie effectively, coming up with believable but unverifiable details in the answers he gives. He drank a *potion of glibness* before coming to the Cusp of Sunrise in case the characters employ truth-detecting magic. He says whatever the characters want to hear—all he cares about is that they accept the mission. Gortio doesn't know the real reason Vhalantru wants Zenith back in Cauldron. "Vhalantru wants Zenith back in Cauldron" is all the reason Gortio needs.

Gortio/Davked also doesn't quite lie when he tells the PCs that powerful divinations revealed Zenith's location, but he comes close. Spells did reveal the general whereabouts of the missing Shackleborn, but Gortio also knows that his master received the specific location and the name of Bhal-Hamatugn from an informant within the kuo-toan stronghold (see the "Campaign Seed: Dhorlot and the Cagewrights" sidebar for details). A Sense Motive check opposed by Davked's Bluff check (when the PCs ask about how they know Zenith is alive) here reveals that the dwarf isn't quite revealing everything he knows about how Zenith's whereabouts were determined. See "The Truth" below for details.

Gortio the Doppelganger: hp 28; *Monster Manual* 67.

CHAPTER 3: JOURNEY TO THE UNDERDARK

Celeste provides a map showing the way to Crazy Jared's hut, which is some forty miles north of Cauldron along trails that wind through alpine meadows and rugged mountains. The characters have an 8% chance per hour of having a random encounter, rolled on the table below.

Cauldron Mountains Encounter Table (EL 6)

d%	Encounter	Average EL
01–04	1 stone giant	8
05–09	1 bulette	7
10–13	1 chimera	7
14–16	1 hill giant	7
17–29	1d4+2 bugbears	6
30–40	1d3+1 ogres	6
41–49	1 ogre mage	6
50–58	1d3 displacer beasts	6
59–69	1d3 griffons	6
70–83	1 wyvern	6
84–90	1 troll	5
91–100	1d3 giant eagles	5

Once the characters reach the spot on the map marked "Crazy Jared's Hut," it takes a further 2 hours of searching to actually locate the small alpine meadow surrounded by scrubby trees where Jared makes his home.

CRAZY JARED (EL 7)

Light: Sunlight or moonlight (shadowy illumination), depending on time of day.

Sound: Wind rustling through the alpine meadow grass (automatic).

Reaction: None.

Auras: Strong (Jared's rod, DC 21 conjuration and transmutation); moderate evil (Gotrrod).

The PCs reach Jared's strange home just as a dragon attacks.

> In the center of the meadow to the west is a thatch hut surrounded by a low wooden fence crudely painted to look as if it were made of brick and mortar. Four thick posts have been driven into the ground at each corner of the fence, and a mixture of wood and fabric between the posts forms an unconvincing simulation of a stone tower. Here and there you see tufts of straw poking out of gaps in the "towers."
>
> With a whoosh of its crimson wings, a dragon soars over the ridge to the west of the hut, bearing down on it quickly. An older man carrying a silver rod runs from the hut in your direction.

Creatures: The dragon, Gotrrod, is trying to clear territory for itself. The PCs soon learn that Jared has earned his appellation but can still be a useful ally.

Gotrrod, Male Young Red Dragon: CR 7; Large dragon (fire); HD 13d12+39; hp 121; Init +0; Spd 40 ft., fly 150 ft. (poor); AC 21, touch 9, flat-footed 21; Base Atk +13; Grp +24; Atk +20 melee (2d6+7, bite); Full Atk +20 melee (2d6+7, bite), +14 melee (1d8+3, 2 claws), +14 melee (1d6+3, 2 wings), +14 melee (1d8+10, tail slap); Space/Reach 10 ft./5 ft (10 ft. with bite); SA breath weapon, spells; SQ darkvision 120 ft., immunity to fire, *sleep,* and paralysis, low-light vision, vulnerability to cold; AL CE; SV Fort +11, Ref +8, Will +9; Str 25, Dex 10, Con 17, Int 12, Wis 13, Cha 12.

Skills: Appraise +17, Concentration +10, Intimidate +17, Knowledge (local) +17, Listen +17, Search +17, Sense Motive +17, Spellcraft +8, Spot +17. *Feats:* Flyby Attack, Hover, Power Attack, Weapon Focus (bite), Wingover.

Breath Weapon (Su): 40-ft. cone, damage 6d10 fire, Reflex DC 19 half.

Spells Known (5/4; save DC 11 + spell level): 0—*detect magic, ghost sound, open/close, read magic;* 1st—*cure light wounds, mage armor.*

Jared, Male Human Brd 10: CR 10; Medium humanoid; HD 10d6; hp 33; Init +1; Spd 30 ft.; AC 15, touch 11, flat-footed 14; Base Atk +7; Grp +8; Atk/Full Atk +8 melee (1d3+1 nonlethal, unarmed strike); SA countersong 10/day, *fascinate* 10/day, inspire competence 10/day, inspire courage 10/day, inspire greatness 10/day, *suggestion*; SQ bardic knowledge +12; AL CG; SV Fort +5, Ref +8, Will +8; Str 12, Dex 13, Con 10, Int 14, Wis 8, Cha 21.

CAMPAIGN SEED: GOTRROD AND JARED

Gotrrod's mother is a much older dragon, Hookface, who lairs on a mountain peak about 60 miles north of Crazy Jared's hut. If the PCs kill Gotrrod and Hookface finds out, she will seek revenge, either personally or through another of her children.

Jared is a loon, but he could be a useful loon if the PCs befriend him. He happily casts any spell he knows—including *legend lore*—on their behalf, and he knows a great deal about the history of Cauldron and the region.

Jared's madness is beyond the power of *remove curse, greater restoration,* or *heal* to fix. But if the PCs discover how he went mad in the first place, it may point them toward a cure.

Skills: Concentration +13, Decipher Script +15, Diplomacy +22, Knowledge (history) +15, Knowledge (local) +15, Knowledge (nobility and royalty) +15, Perform (oratory) +18 , Sense Motive +12, Spellcraft +15. *Feats:* Craft Magic Arms and Armor, Eschew Materials, Extend Spell, Great Fortitude, Iron Will.

Spells Known (3/5/4/3/1; save DC 15 + spell level): 0—*dancing lights, detect magic, mage hand, message, read magic, summon instrument;* 1st—*comprehend languages, disguise self, lesser confusion, silent image;* 2nd—*eagle's splendor, enthrall, minor image, tongues*; 3rd—*confusion, glibness, lesser geas, major image*; 4th—*hallucinatory terrain, legend lore.*

Possessions: Chain shirt, *rod of splendor.*

Gotrrod's Tactics: Gotrrod prefers to stay aloft, bombarding Jared's hut and any foes with blasts from his breath weapon. He commonly flies directly overhead at an altitude of 30 feet and breathes straight down, creating a 25-foot radius circular breath-weapon pattern on the ground. He only lands if it looks like there's no opposition or if he's taking more damage from ranged attacks and spells than his breath weapon is dealing.

Jared's Tactics: Jared is, quite frankly, as nutty as a fruitcake, and he's ill-equipped for combat. But if the PCs can keep him safe, he can be helpful indeed.

Once Jared sees the PCs, he yells, "Onward, my knights! For Anduria!" and uses his *rod of splendor* to garb himself in robes fit for a king. On the second round, he begins to use his inspire courage ability, composing a new verse in an epic poem every round. His epic tends to be equal parts flowery language and play-by-play, but even a round that goes badly for the PCs gets a very sympathetic treatment in Jared's epic. If one PC does particularly well against Gotrrod, Jared switches to inspire greatness, targeting that character.

Jared's hut and the fences that surround it are made of wood and straw, so they immediately go up in flames if Gotrrod breathes on them. They deal 2d4 points of fire damage to any character standing next to them (within 5 feet) until they burn themselves out in about 20 minutes.

TALKING TO CRAZY JARED

Once the fight is over, Jared thanks the PCs in an imperious voice and says, "Behold the peaceable realm of Anduria! Have you seen a land more beauteous?" Then he casts *hallucinatory terrain* to cover the immediate vicinity in an illusion of verdant, sun-dappled rolling hills covered with ready-for-harvest vineyards and dotted with stands of flowering trees.

Jared isn't trying to fool the PCs; he openly casts the spell, and anyone who succeeds at a DC 19 Spellcraft check knows exactly what he did. But he is fooling himself. Jared lives his life under the delusion that he he is King Jared IV, ruler of the (nonexistent) realm of Anduria. In reality, his illusion and enchantment spells keep him safe from the dangers of the mountains, and he's just a hermit in a thatched hut. But in his mind, he's a head of state, serving the brave and doughty yeomen of his realm.

Here are some questions PCs might ask, and his answers:

Are you crazy? What a bold question to ask of your liege! But I'll indulge it, for you are not the first citizen to make such a query. I'm as sane as any ruler, and saner than the demon-queen of Kheltos, who threatens my realm from north and south. (There's no such place as Kheltos.)

Is there an entrance to the Underdark near here? Indeed, a foul place known as the Pit of the Seven Jaws. If some servant will fetch me pen and parchment, I can easily sketch you a map of the place. Just last week I sent five hundred of Anduria's finest there to guard against an incursion by the mind flayers.

We come from Cauldron. How is that town, certainly one of the finer in my realm? Are the residents carefree under the gentle hand of the Lord Mayor? I am cheered to see the city rebuilt after the long siege by the army of Kheltos.

Do you know Zenith Splintershield? Know him? He bowed before this very throne before he left to battle the mind flayers of the Underdark. I sent five hundred of Anduria's finest to act as the vanguard of his army.

Have you heard of Bhal-Hamatugn? (Jared immediately casts *comprehend languages.*) It sounds Kuo-Toan, this phrase that trips ill from my tongue. In the third declension, it means "lucky blackness." Or perhaps "black fish"—my Kuo-Toan is somewhat rusty.

This isn't a castle. It is in need of repair, 'tis true. I'm considering a competition where the finest artisans in the realm will offer designs of grandeur for a new palace whose towers will scrape the sky itself.

If the characters confront Jared with proof of his delusion, he chuckles and says: "It is said that the royal blood of my family is tainted with a touch of madness. Too much inbreeding in a bygone age, I suppose. We'll just have to get along, knowing that our perceptions differ in certain minor ways."

The PCs can banter with Jared as long as they wish; he's a font of information, even if obviously imaginary details surround the useful answers Jared provides. Once Jared scrawls a map on a tattered bit of parchment for the PCs, they can head further into the mountains. Another twenty miles on reasonably clear mountain trails leads to the Pit of the Seven Jaws.

PIT OF THE SEVEN JAWS (EL 8)

Light: Sunlight from pit opening (shadowy illumination).
Sound: Faint, intermittent hissing (DC 20).
Reaction: None.
Auras: Faint (drow armor, DC 17 abjuration).

This entrance to the Underdark would be used more, except that it's remote and guarded by a dangerous cryohydra. Hydras are complicated monsters, so it's a good idea to reread their entry in the *Monster Manual* before running this encounter.

> This 40-foot-wide pit scars an otherwise unremarkable alpine meadow, surrounded by low mounds of the dirt and rock that once filled the hole. Peering down into the pit, you see a metal-grate stairway that spirals counter-clockwise down the interior surface of the pit. The pit bottom is dimly visible some 60 feet below. With the stairway in the way, you can't see the walls of the pit near the bottom from your vantage point.

The stairs are gradual, so it poses no particular difficulties to movement. However, the stairs are also extremely creaky, imposing a –10 penalty on Move Silently checks. Each flight of stairs descends 15 feet vertically, so the landings at the corners are 45 feet high (northeast), 30 feet high (northwest), and 15 feet high (southwest).

The PCs can't initially see it, but a rough fissure in the south wall near the pit floor leads into the Underdark.

Creatures: In the fissure is a seven-headed cryohydra. It listens (Listen +7) for the approach of intruders, hoping that the stairs will bring it another meal.

Seven-Headed Cryohydra: hp 75; *Monster Manual 155.*

Tactics: The cryohydra waits in the fissure until the PCs reach the northwest landing, then attacks the lead PC or PCs with its breath weapon. It can't reach higher than the landing, so any PCs farther up the stairs are safe. Then it ducks back into the fissure while its breath weapon recharges. Because the stairs are a metal grate, not solid iron, they provide less cover to those standing on them (+2 bonus to AC and +1 bonus on Reflex saves). Once PCs reach the southwest landing, the cryohydra makes bite attacks with its heads between breath weapon attacks.

The cryohydra isn't smart enough to realize it, but its breath weapon attacks might bring down the stairs if they shatter the dozens of pegs that hold the stairs to the inside walls of the pit. Those pegs have hardness of 10 and 20 hit points each—but area effects like the cryohydra's breath attack them all at once, so it's easiest to assume that all pegs along a particular flight of stairs or landing share the same fate.

To calculate damage to the pegs, first figure out which pegs are involved: northwest landing, west stairs, southwest landing, or south stairs. Depending on where the cryohydra aims its

breath weapon, it may hit more than one set of pegs. Then calculate damage normally, letting PCs make their Reflex saves. Quarter the damage (because it's cold damage against an object), subtract 10 for the hardness, and apply the rest to the pegs.

If a set of pegs reaches 0 hp, the relevant landing or set of stairs collapses into the center of the pit, probably hitting the cryohydra and dealing damage according to the table below:

Falling object	Damage to Pit Bottom	Falling Damage to PCs
Northwest landing	7d6	3d6
West stairs	6d6	2d6
Southwest landing	5d6	1d6
South stairs	—	—

Treasure: In an alcove in the northeast corner of the pit bottom is the flash-frozen corpse of a drow elf. He carries a +1 *mithral shirt,* two masterwork scimitars, a masterwork composite longbow (+3 Str), five arrows, and 25 gp.

THE FISSURE

The fissure at the bottom of the Pit of Seven Jaws leads downward gradually, descending about 100 vertical feet over the course of a quarter-mile. A stalactite-studded ceiling is 20 feet to 50 feet (1d4+1 × 10) overhead, and the fissure itself is 10 feet to 40 feet wide (1d4 × 10) at any given point. For purposes of overland movement, the fissure counts as trackless mountains (1/2 movement). It's ten miles to the cavern containing Bhal-Hamatugn.

Random Encounters: There is a 10% chance per hour of an encounter as the characters to Bhal-Hamatugn. If an encounter is warranted, roll on the following table:

Underdark Encounter Table

d%	Encounter	Average EL
01–03	1 behir	8
04–08	1 drider	7
09–13	1d3+1 minotaurs	7
14–17	1d3+1 centipede swarms	7
20–24	1 gauth (beholder)	6
25–34	1d3+1 derros	6
35–42	1 ettin	6
43–49	1d3 gargoyles	6
50–58	1d3+1 ghasts (ghoul)	6
59–66	1d3+1 gricks	6
67–74	1d4+1 shadows	6
75–79	1d4+2 giant bombardier beetles (vermin)	6
80–84	1d3+1 bugbears	5
85–87	1d4+4 dire bats	5
88–91	1d4+2 drow elves	5
92–95	1d3 ogres	5
96–100	1 troll	5

CHAPTER 4: BHAL-HAMATUGN

After their journey through the mountains and into the Underdark, the characters reach the kuo-toan shrine of Bhal-Hamatugn. Here they face the kuo-toan religious fanatics who have fallen under Zenith Splintershield's sway. And they learn the chilling truth: Zenith is the leader, not the prisoner, of the kuo-toas.

The kuo-toas have killed or frightened away most of the other nearby denizens of the Underdark, so they don't fear an attack on Bhal-Hamatugn. A few guards watch the entrance, but the other kuo-toas are busy worshiping, monitoring the breeding program, and preparing for their next major battle. They respond quickly to a cry of alarm or other sign of trouble, but they go back to their usual routine after 12 hours. The kuo-toas of Bhal-Hamatugn are convinced of their invulnerability and the oracular wisdom of Zenith; their leader would surely have foreseen any serious invasion.

It may take the characters several forays into Bhal-Hamatugn before they reach Zenith Splintershield. After the first attack, the kuo-toas send Hlanamm and four kuo-toa soldiers to pursue the characters, discover where they're camping, and perhaps pick off any stragglers. The whips prepare new spells every midnight; although they're underground, the water clock in area **7** tells them when to meditate about Blipdoolpoolp's slimy majesty. If the PCs employed a *daylight* spell to force the kuo-toans to suffer light blindness, every whip prepares a *darkness* or *deeper darkness* spell the following midnight. Thereafter, in every encounter, one whip always readies *darkness* as a counterspell against a *daylight* spell (assuming a whip is present).

FIRST GLIMPSE OF BHAL-HAMATUGN

> The Underdark passage opens out into an immense rift cavern at least a half-mile across and several hundred feet deep. Faintly glowing with phosphorescence at the bottom of the rift is a massive stone structure shaped like a prehistoric spined fish. A wide stairway can be dimly seen leading up into the fish's mouth. A narrow ledge slopes down from your position, hugging the side of the cavern as it descends in a series of switchbacks.

Characters who succeed at a DC 20 Spot check note that water covers the floor of the cavern. From this distance, they can't tell how deep the water is.

The ledge heading downward is fairly smooth and well-traveled, although there aren't any discernable tracks on it. The characters can easily walk down to the shore, where they encounter the ferry-keeper.

THE FERRY (EL 7)

Light: Phosphorescence from Bhal-Hamatugn exterior (shadowy illumination).

Sound: Water dripping down cavern walls (DC 5); faint rhythmic croaking (DC 25).

Reaction: To sounds of battle—kuo-toas in area **15** sound alarm throughout Bhal-Hamatugn (Listen DC 20); to bright lights or flashy magic—kuo-toas in area **15** sound alarm (automatic).

Auras: Moderate (Aabhaca's bracers, DC 18 conjuration); faint evil (Aabhaca).

Many PCs will start a fight here. Those who don't may learn something about the nature of the kuo-toans, although the nature of the ferry-keeper may leave them more puzzled than ever.

There's a good chance this encounter or the next one will involve underwater combat. It's a good idea to read the Underwater Combat section in Chapter 3 of the *Dungeon Master's Guide* beforehand if you aren't already familiar with it.

> The water begins about 100 yards from the base of the stairway that leads into the structure. It's murky, silty water—obviously only a few inches deep at first, but impossible to tell by looking how deep it gets. A thin mist floats a few feet over the surface of the water.
>
> A long canoe emerges from the mist, drifting slowly toward you. Crouched in the stern is a silvery, froglike creature the size of a human, holding a paddle in one hand and a shortspear in the other. The canoe stops about 20 feet from the water's edge, and the creature looks in your direction.

This is Aabhaca, the ferry-keeper. His kuo-toan keen sight is good enough to see even invisible PCs, as long as they're moving.

Aabhaca, Kuo-Toa Mnk 5: CR 7; Medium monstrous humanoid (aquatic); HD 2d8+4 plus 5d8+10; hp 47; Init +2; Spd 30 ft., swim 50 ft.; AC 25, touch 17, flat-footed 23; Base Atk +5; Grp +7; Atk +8 melee (1d8+2, unarmed strike) or +7 melee (1d6+3, shortspear) or +7 ranged (1d6+2, shortspear); Full Atk +8 melee (1d8+2, unarmed strike) and +2 melee (1d4+1, bite), or +6/+6 melee (1d8+2, unarmed strike) and +2 melee 1d4+1, bite), or +7 melee (1d6+3, shortspear) and +2 melee (1d4+1, bite), or +7 ranged (1d6+2, shortspear); SA stunning fist 5/day (DC 17); SQ adhesive, amphibious, immunity to poison and paralysis, keen sight, light blindness, resistance to electricity 10, slippery, evasion, still mind, *ki* strike (magic), slow fall 20 ft., purity of body; AL NE; SV Fort +6, Ref +9, Will +11 (+13 vs. enchantments); Str 15, Dex 15, Con 14, Int 10, Wis 18, Cha 8.

Skills: Escape Artist +10, Hide +12, Listen +16, Move Silently +12, Search +4, Sense Motive +7, Spot +14, Swim +10. *Feats:* Alertness, Deflect Arrows, Dodge, Mobility, Stunning Fist, Weapon Focus (unarmed strike).

Keen Sight (Ex): Kuo-toas can spot invisible and ethereal creatures, as long as they're moving.

Light Blindness (Ex): Exposure to bright light (such as a *daylight* spell) blinds kuo-toas for 1 round and dazzles them as long as the light remains.

Slippery: Kuo-toans can wriggle free from webs and other forms of confinement.

Possessions: Shortspear, *bracers of armor +2*, canoe.

Tactics: Aabhaca will wait a moment for the characters to speak.

If the PCs attack right away, Aabhaca throws his shortspear at the nearest PC, then dives into the water. The following rounds, he swims for the stairway, which he reaches in 2 rounds. If he gets inside Bhal-Hamatugn, he sounds the alarm, then joins the soldiers in area **15** after getting another spear from area **16**.

If the PCs don't say anything, he croaks, "Seek ye the Eye in Darkness? I'll guide you through the maw." Slowly putting his spear down, he beckons the characters into the canoe.

If the PCs speak to him, Aabhaca behaves in a friendly manner but speaks only cryptically. Many players will attempt some sort of ruse or false pretense to get Aabhaca to take them into Bhal-Hamatugn. Let them, and have them make Bluff, Diplomacy, or Intimidate checks as appropriate as you roll Aabhaca's Sense Motive check. But Aabhaca's initial response is the same, no matter how well or badly the ruse goes. He beckons them into the canoe, then slowly paddles toward the stairway. Even if the PCs are completely honest ("We're here to bring Zenith Splintershield back to the surface"), Aabhaca paddles them across the surface of the lake.

But it matters whether Aabhaca believes them or not. If Aabhaca senses danger or falsehood from the PCs, he attempts to flip the canoe when the stern passes near the stalagmite by the stairway, 40 feet from the base of the stairs. The splash alerts the guards in area **15**, who immediately begin shooting into the water. It takes a DC 10 Strength check to flip the canoe, and each PC in the canoe adds +2 to the DC. Whether Aabhaca succeeds or not, he dives under the surface of the water, then attacks whichever PC appears to have the most trouble swimming.

If Aabhaca believes the PCs, he drops them off at the stairway, then paddles off into the mist. Along the way, the PCs can pump Aabhaca for information about Zenith and Bhal-Hamatugn. This is your chance to be as cryptic as possible without lying outright or seeming deliberately evasive. Like many of the residents of Bhal-Hamatugn, Aabhaca has a poor grasp of reality. His responses to the PCs' questions tend to wander and circle back on themselves, and he speaks as if the characters are fellow kuo-toan worshipers of the Sea Mother, even though they obviously aren't. For example, if the characters say, "Have you seen a dwarf named Zenith Splintershield?" Aabhaca responds, "I glimpse Zenith amid the great darkness, but he glimpses things beyond the dark, where it is darker still. Darker than dark, yes. And I see dimly what Zenith sees, in the dark. The cold, wet dark. It's dark, dark where I see Zenith. Are you from the dark?" And so on.

Ad-hoc XP Award: Because the characters are on a specific mission—recovering Zenith Splintershield—they earn full experience for Aabhaca whether they defeat him in combat or trick him into delivering them to Bhal-Hamatugn.

BHAL-HAMATUGN FEATURES

Once the characters get to the stairs, they've reached their goal: The kuo-toan fortress-shrine of Bhal-Hamatugn. Unless stated otherwise, dungeon features have the following characteristics.

Walls: Bhal-Hamatugn's walls are made of 1-foot-thick superior masonry (hardness 8, 90 hp, Climb DC 25, break DC 35) covering the solid stone that the giant fish is made out of. They're covered with a tiny droplets of condensation and trickles of water run down them, which is why the Climb DC is higher than it otherwise would be. Ceilings are 15 feet high.

Floors: Well-fitted flagstone floors are the rule, although they're uniformly wet, with large puddles collecting water in the center of most rooms. This makes them slippery and increases the DC of Balance and Tumble checks by 5. Some places are marked on the map as shallow pools. It costs 2 squares of movement to move into a square with a shallow pool, and the DC of Tumble checks in such squares increases by 2. The pools also impose a –2 circumstance penalty on Move Silently checks.

Doors: All the interior doors in Bhal-Hamatugn are carved from solid blocks of

BHAL-HAMATUGN
UPPER LEVEL
MIDDLE LEVEL
LOWER LEVEL
KEY
1. Stairway into the Maw
2. Entry Chamber
3. Soldier Living Quarters
4. Prison
5. Shrine to the Sea Mother
6. Priests' Chambers
7. Meditation Chamber
8. Torture Chamber
9. Artisans' Workshops
10. Hall of Kuo-Toan Heroes
11. Fingerling Pool
12. Living Quarters
13. Dhorlot's Antechamber
14. Dhorlot the Dragon-Father
15. Guard Posts
16. Armory
17. Mushroom Grotto
18. Antechamber of the Final Breath
19. Zenith's Chamber
1 square = 5 feet
WEST
5A
5B
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granite (hardness 8, 60 hp, break DC 28) and have nested hinges (described in Chapter 3 of the *Dungeon Master's Guide*). The doors all have locks (DC 25), but they'll only be locked if the alarm has been sounded and it makes tactical sense to do so. Mangh-Mictho, Saagogoi, and Zenith each have a key for the doors—the same key opens every door in Bhal-Hamatugn. The doors lock from either side, and a locked door won't open from either side without a key.

Stairs: The staircases in Bhal-Hamatugn are steep stairs, requiring 2 squares of movement to enter each square when ascending. They're also slippery, so characters running or charging down them must succeed at a DC 15 Balance check or stumble and perhaps fall, as described in the Miscellaneous Features section in Chapter 3 of the *Dungeon Master's Guide*. The stairs have railings wherever they don't have a wall next to them.

Illumination and Noise: Lighting and sound vary from room to room; they're described in the quick-reference section at the top of each encounter area.

1. Stairway into the Maw (EL 7)

Light: Phosphorescence from Bhal-Hamatugn exterior (shadowy illumination).
Sound: Sporadic froglike croaks (DC 20); Whispers in Kuo-Toan from guards in area **15** (DC 35)
Reaction: To sounds of battle—kuo-toans in area **3** awaken, grab weapons, and reach top of staircase in 4 rounds (DC 0, but the sleeping kuo-toans have a –10 penalty on Listen checks)
Auras: None.

When the characters approach Bhal-Hamatugn, they may come under fire from the kuo-toa soldiers keeping watch from the structure's "eyes."

> Before you stands an immense structure of rough, wet stone in the shape of a fishlike creature. Its eye sockets are empty, revealing darkness beyond. Its slick surface is dotted with patches of faintly phosphorescent moss, giving the entire structure a faint purple glow. A steep but wide stone stairway emerges from the water and leads to the open mouth of the fish.

The PCs can try to sneak past the four kuo-toans in the eye sockets (area **15**) above, but it'll be tricky because the kuo-toans have good Spot bonuses and can see moving invisible creatures.

Creatures: Four kuo-toan soldiers watch this area. They're actually hiding in area **15**, but they probably fight characters in area **1**.

Kuo-toa Soldier (4): hp 20, 22, 18, 19; see the Appendix for complete statistics.

Tactics: The kuo-toans are watching from the rough crenellations that form the lower eyelid of each eye socket. As the PCs approach, check whether the kuo-toan soldiers see the PCs and whether the PCs see them; the kuo-toans have a Hide bonus of +7 and a Spot bonus of +12. If possible, the kuo-toans wait until a PC is within 30 feet of the eye sockets before firing their hand crossbows, because then they deal sneak attack damage. They focus their attacks on whichever PC is closest to the entrance. They have cover (+4 to AC, +2 to Reflex saves) from the sockets.

If the kuo-toan soldiers have a chance, they draw their rapiers and leap out of the eye-socket balconies and onto a nearby PC. They take 2d6 points of damage and deal 1d6 points of damage to whomever they land on. The impact automatically bounces them into a random adjacent square.

Development: The sounds of battle may awaken the off-duty soldiers in area **3**. Check at the end of each round; it's a DC 0 Listen check to hear the battle, but they have a –10 penalty because they're sleeping for a net penalty of –7. If the kuo-toas from area **3** don't arrive on their own, one of the kuo-toa in area **15** rouses them if a protracted ranged battle develops.

2. ENTRY CHAMBER (EL 7)

Light: Pitch black. If the PCs have only darkvision, eliminate color reference in the read-aloud text below.
Sound: Faint rhythmic croaking (DC 20); Scurrying and rustling from area **4** (DC 14).
Reaction: To conversation—kuo-toans in area **3** awaken if necessary and attack (Listen DC 4; –10 on check if asleep).
Auras: Moderate (double doors on north wall, DC 21 abjuration).

Whether Bhal-Hamatugn has been alerted or not, this area is usually empty, but the battles in other rooms could spill into this chamber. The double doors leading deeper into the kuo-toan shrine are trapped.

> Red and green-tinted frescos cover the walls in this largely empty chamber. A set of carved stone doors stands opposite you, flanked on the left by a fresco of a frog-creature carrying a strange staff with two-tined forks on both ends, and on the right by a squat male humanoid in plate armor with a black sphere where his head should be. Frescos to your right and left depict hundreds of red, spear-wielding kuo-toans marching through Underdark caverns. Curved shards of what look like thin, fragile porcelain cover the floor. Passageways lead left and right from here.

A DC 15 Search check reveals that the paint on the humanoid fresco is much fresher than the other frescos, which are starting to crack and peel. The new fresco is an "artistic" representation of Zenith himself. A DC 10 Knowledge (nature) check reveals that the porcelain shards are actually broken eggshells, and a DC 20 Knowledge (nature) check reveals that they're from kuo-toa eggs. Spreading eggshells on the floor is a measure of hospitality among the kuo-toa.

Trap: The doors are carved with an abstract zig-zag pattern. They're also trapped with a *glyph of warding* that goes off when any non-kuo-toa opens the door, whether it was locked or not. The kuo-toas can't cast such a powerful *glyph of warding* themselves, so this trap can be encountered once. The kuo-toas are also careful to take any legitimate nonkuo-toa guest through the prison (area **3**) and the torture chamber (area **8**) rather than through this door.

***Greater glyph of warding* Trap:** CR 7; spell; spell trigger; no reset; spell effect (*greater glyph of warding* [blast], 16th-level cleric, 8d8 sonic, DC 19 Reflex save half damage); multiple targets (all targets within 5 ft.); Search DC 32; Disable Device DC 32.

3. SOLDIER LIVING QUARTERS (EL 7)

Light: Phosphorescent patches on floor (shadowy illumination).
Sound: Faint rhythmic croaking (DC 20).
Reaction: To sounds of battle—kuo-toans in area **15** arrive in 2 rounds (automatic).
Auras: None; faint evil (four kuo-toas).

The text below assumes that the characters have managed to talk or sneak their way into Bhal-Hamatugn without starting a fight. Read the last sentence only if it's appropriate.

> Behind a ratty tapestry is a room faintly lit by purplish patches of phosphorescence on the floor. A midden-heap sits in the center of the room, and the walls have primitive stick-figure carvings of bipeds with spears on them. Four slight depressions in the floor hold an inch or two of water. Nestled into each depression is a sleeping frog-creature.

A DC 15 Knowledge (nature) check or the scent ability reveals that the phosphorescent patches are actually kuo-toa excrement—the glow is a byproduct of the glowing mushrooms in area **17**.

Creatures: A few kuo-toan soldiers rest here. If the complex is on alert, they're no longer asleep.

Kuo-toa Soldiers (4): hp 16, 19, 18, 23; see the Appendix for complete statistics.

Tactics: Unlike their counterparts in area **15**, these soldiers are likely to engage in melee combat as soon as they make contact with the PCs. They use the Tumble skill to set themselves up in flanking positions so that they can deal sneak attack damage with their rapiers. They have only one attack per round anyway, so they don't give up anything if they move into new positions every round. They fight to the death, although they aren't above feigning unconsciousness if they think they can get a sneak attack from the deception later.

4. PRISON (EL 8)

Light: Pitch black.
Sound: Rustling from cells (DC 10); Faint rhythmic croaking (DC 20).
Reaction: To brief movement of portcullis—Garekk in area **8** hides underwater (Listen DC 15); to raising the portcullis—Garekk hides underwater (automatic).
Auras: None; faint evil (White-Eye), faint evil (Cherrit).

This room puts characters in the dilemma of dealing with two prisoners who tell mutually contradictory stories.

> Beyond the iron portcullis is a hallway running north and south. Along its east wall are a series of cells, divided by walls of solid masonry and enclosed by portcullises of their own. You can see two cells from where you are, plus parts of two others. Each of the cell portcullises has a 1-foot-square metal plate set about 5 feet off the ground. The bars are set only a few inches apart. Inset in the wall to your left is an iron lever pointing straight up.

First the characters have to contend with a loud portcullis. Once the PCs get into area **4** itself, two prisoners of the kuo-toas beg the PCs to release them.

The iron portcullis that bars the way into area **4** is easy to operate. Swinging the inset lever clockwise from the 12-o'clock to the 6-o'clock position sets the mechanism in motion that opens the portcullis. But the portcullis makes a shrieking, grinding racket when it opens or closes. If the PC who pulled the lever immediately reverses the course of the lever, the mechanism emits only a brief shriek. But otherwise the cacophony of the portcullis lasts for a full round.

Brief Noise: The kuo-toas in area **5** don't hear the brief shriek of metal on metal, but Garekk the mummy in area **8** might hear it and hide underwater.

Sustained Sound: Garekk automatically hears the portcullis open fully, and he hides underwater, waiting patiently for the PCs. If the PCs previously succeeded at a Listen check to hear the faint rhythmic croaking (whether in this room or not), have them attempt a DC 20 Listen check. If they succeed, tell them that they can't hear the rhythmic croaking anymore. If the players ask specifically about the croaking sound, tell them they can't hear it anymore; don't ask for a Listen check in this case.

Silencing the Portcullis: Most of the mechanism is behind the wall, so it's impossible to manually lubricate and repair the portcullis mechanism to be quieter. A *grease* spell is likewise problematic because the spellcaster can't target the relevant parts. A *silence* spell does the trick, however, and a DC 25 Disable Device check lets the PCs manually lift the portcullis without engaging the mechanism.

Each of the metal plates is a cover that swings outward to reveal a lever in the 12-o'clock position. Unlike the portcullis between area **2** and area **4**, these levers make only a faint squeaking sound when pulled, but they're locked in place with big iron padlocks (Open Lock DC 25). The PCs can bash these locks open (hardness 15, 30 hp), but if they do so, there's a 50% chance that the blows also knock the gears out of alignment, sticking the portcullis in place.

Creatures: Two of the cells are empty. The northernmost cell holds White-eye, a wererat thief apprehended by the kuo-toas. The southernmost cell is occupied by Cherrit, an evil halfling sorcerer from Cauldron who knows part of the Cagewrights' plan. They've been locked up together for weeks, and each hates the other intensely.

White-Eye, Wererat Human Ftr 4: CR 6; Medium humanoid (human, shapechanger); HD 4d10+4 plus 1d8+2; hp 37; Init +2; Spd 30 ft.; AC 14, touch 12, flat-footed 12; Base Atk +4; Grp +6; Atk/Full Atk +6 melee (1d4+2 nonlethal, unarmed strike); SA —; SQ alternate form, low-light vision, rat empathy, scent; AL CE; SV Fort +7; Ref +5; Will +3; Str 15, Dex 15, Con 13, Int 12, Wis 10, Cha 10.

Skills: Climb +5, Disable Device +4, Hide +5, Intimidate +4, Move Silently +5, Open Lock +5, Swim +12. *Feats:* Dodge, Iron Will, Mobility, Multiattack, Weapon Finesse, Weapon Focus (claw), Weapon Focus (bite), Weapon Specialization (claw)

Hybrid Form: As human form, except: Init +5; AC 17, touch 15, flat-footed 12; Atk +10 melee (1d4+4, claw); Full Atk +10 melee (1d4+4, 2 claws) and +8 melee (1d6+1 and curse of lycanthropy and disease, bite); SA curse of lycanthropy, disease; SQ alternate form, DR 5/silver, lycanthropic empathy, low-light vision, rat empathy, scent; SV Fort +8, Ref +8, Will +3; Str 15, Dex 21, Con 15, Int 12, Wis 9, Cha 10.

Skills: As human form, except: Climb +16, Disable Device +7, Hide +8, Move Silently +8, Open Lock +8, Swim +15.

Dire Rat Form: As hybrid form, except: Small humanoid (human, shapechanger); Spd 40 ft., climb 20 ft.; AC 18, touch 16, flat-footed 13; Atk +11 melee (1d3+4, claw); Full Atk +11 melee (1d3+4, 2 claws) and +9 melee (1d4+1 and curse of lycanthropy and disease, bite).

Skills: As hybrid form, except: Hide +12.

Alternate Form (Su): A wererat can assume a bipedal hybrid form or the form of a dire rat.

Curse of Lycanthropy (Su): DC 15 Fortitude save or contract lycanthropy.

Disease (Ex): Filth fever; bite; Fortitude DC 14; incubation period 1d3 days; damage 1d3 Dex and 1d3 Con.

Rat Empathy (Ex): Communicate with rats and dire rats, and +4 racial bonus on Charisma-based checks against rats and dire rats.

Possessions: None.

Cherrit, Male Halfling Sor 6: CR 6; Small humanoid (halfling); HD 6d4+6; hp 21 Init +3; Spd 20 ft.; AC 14, touch 14, flat-footed 11; Base Atk +3; Grp –2; Atk/Full Atk +3 melee (1d2–1 nonlethal, unarmed strike) or +3 melee (spell effect, melee touch) or +6 ranged (spell effect, ranged touch); SA spells; SQ halfling traits; AL CE; SV Fort +4, Ref +6, Will +7; Str 8, Dex 16, Con 12, Int 8, Wis 13, Cha 16.

Skills: Concentration +6, Climb +1, Hide +7, Jump –5, Listen +3, Move Silently +5, Spellcraft +3. *Feats:* Dodge, Spell Focus (evocation), Eschew Materials.

Sorcerer Spells Known (6/7/6/4; save DC 13 + spell level): 0—*arcane mark, dancing lights, detect magic, light, ray of frost, read magic, touch of fatigue;* 1st—*burning hands*, mage armor, magic missile, shield;* 2nd—*invisibility, web*; 3rd—*fireball**.

*Evocation spells. The save DC for these spells is 14 + spell level.

Possessions: None. Cherrit had an owl familiar, but the kuo-toas ate it.

As soon as either prisoner sees that the intruders aren't kuo-toas, he begs to be freed. The other prisoner immediately replies, "Don't free him! He's working with the kuo-toas!" The first prisoner replies, "Liar! You love the frog people, not I!" They both begin jabbering at once, accusing the other of perfidy and inventing very specific stories about how the other one is a kuo-toan thrall.

Tactics: White-Eye knows that Cherrit is a spellcaster of some sort—he's seen Cherrit cast *light* occasionally—although he's not sure what kind. He claims that Cherrit tried to get White-Eye to talk one day, then relayed the conversation to the kuo-toan jailers while White-Eye was pretending to sleep. White-Eye was captured by the kuo-toas about three weeks ago as he tried to sneak into Bhal-Hamatugn, intending to rob it of its riches.

Cherrit knows that White-Eye talks to a rat, so he believes that White-Eye has a rat familiar (making him an arcanist) or is a druid. He was captured about five weeks ago. Cherrit claims that White-Eye is a mercenary magician working for the kuo-toas who locked himself in a cell moments before the PCs arrived.

Cherrit, a Cauldron native, is here looking for Zenith Splintershield too. He happened to see Zenith's strange birthmark a decade ago when the duo were fighting duergar beneath Cauldron. Cherrit didn't think anything of it at the time, but recently he heard a rumor that invisible birthmarks had immense arcane power and used a *legend lore* scroll to get to Bhal-Hamatugn. At first, he claims to be "in the wrong place at the wrong time" and admits his interest in Zenith only after a successful Bluff, Diplomacy, or Intimidate check on the part of the PCs. Even then, he claims to be checking on his old comrade's well-being and won't mention the birthmark unless charmed or otherwise compelled to do so.

The PCs can simply leave both White-Eye and Cherrit locked up, although if they announce their intention to do so, both try to bargain for freedom with detailed but completely fictitious descriptions of the kuo-toa defenses deeper in the temple (neither of them have been beyond the torture chamber in area **8**. If one prisoner starts describing the rest of the temple, the other will loudly exclaim, "He's lying! He's leading you into a trap!"

Both prisoners try to conceal their true power from the PCs (White-Eye's lycanthropy and Cherrit's spellcasting). White-Eye takes hybrid form only if he's about to fight.

Development: If PCs are obviously badly wounded, either prisoner immediately attacks if freed. Otherwise, a freed prisoner promises to leave Bhal-Hamatugn and never return. They keep half their promise, returning a few hours later. White-Eye figures that the PCs might disrupt the kuo-toas enough to make temple-looting easier, while Cherrit figures he can still find Zenith. The PCs probably meet the former prisoners on a later foray into Bhal-Hamatugn—when it's least convenient for them.

The characters earn no experience for setting the prisoners free, nor do they earn experience for leaving them in their cells, because neither is a challenge. They earn experience only if they defeat the prisoners in a reasonably fair fight. But if the PCs set either prisoner free, they will undoubtedly have that chance in a later encounter, and they earn experience points then.

Ad-hoc XP Award: As they are when initially encountered, both prisoners are worth 20% less experience than normal because they have no equipment.

5. SHRINE TO THE SEA MOTHER (EL 9; SEE TEXT)

Light: Red glow from eyes of statue (shadowy illumination).
Sound: Rhythmic croaking (automatic if the kuo-toas in this area haven't been alerted yet); spellcasting (DC 15, but only if Mangh-Mictho in area **7** has been alerted); banging drums (automatic, but only for the 2 rounds before Aushanna arrives as described below).
Reaction: To sounds of battle—Mangh-Mictho puts on armor, casts prep spells, and emerges from area **7** in 5 minutes (automatic); To entry by nonkuo-toa—Aushanna arrives 2 minutes later (automatic).
Auras: Strong (Sea Mother statue, DC 25 conjuration and necromancy), moderate (Aushanna's bow, DC 20 evocation), faint (whip armor, DC 17 abjuration), faint (*cure* scroll, DC 16 conjuration), faint (*bear's endurance* scroll, DC 16 transmutation); overwhelming evil (Aushanna), strong evil (Sea Mother statue), moderate evil (four whips), faint evil (four kuo-toa soldiers).

Area **5** is another set piece battle, an immense room where the PCs will face low-level kuo-toas, a powerful devil, and the kuo-toan high priest in succession.

The read-aloud text assumes the characters are coming into area **5b**, the middle level of area **5**. Adapt it if the PCs arrive from area **5c** (the lower level) or **5a** (the upper level, although that's unlikely). In any case, nonevil PCs must succeed at a DC 17 Will save to enter area **5**, because of the *magic circle against good* effect that's part of the statue's *unhallow* ability. Characters who step out onto the balcony see the following:

> A 70-foot-high statue of a lobsterlike creature dominates this chamber. Its eyes glow with a bright crimson that illuminates the room. You stand on an iron-railed balcony. About 30 feet below you is the floor of the chamber, where four kuo-toas wearing banded armor stand in knee-deep water at the base of a stairway. The stairway leads up to a platform directly across the chamber from you that encircles the midsection of the lobster statue, a few feet below its massive crustacean claws.
>
> The balcony you stand on follows the walls three-quarters of the way around the chamber. To your left and right are stairs leading both up and down. About 30 feet above you is another balcony, which extends only halfway along the left and right walls.
>
> Frescos of bloody sacrifices—mostly stylized kuo-toas carrying dismembered body parts—cover the walls. Every single kuo-toa depicted is facing the lobster statue.

Creatures: The statue generates an *unhallow* effect that covers all of area **5**. You need to know the PCs' alignments before this encounter starts, because the NPCs get +2 to AC and on saves against good PCs, but not neutral or evil ones.

The kuo-toa whips in area **5c** are engaged in rhythmic croaking if they haven't been alerted yet. If they've had at least a few rounds warning, they have prepared enough electricity for a lightning bolt.

The characters immediately have to contend with two groups of kuo-toas: the whips at the base of the stairs and the soldiers on the upper balcony, who aren't initially visible to the PCs. Two minutes after the PCs enter this chamber, Aushanna the erinyes arrives, called from the Nine Hells by the power of Blipdoolpoolp's statue. Because the PCs won't necessarily face all these creatures at once, they're dealt with separately below.

Kuo-toa Whips (4): hp 23, 24, 22, 21; see the Appendix for complete statistics.

Kuo-toa Soldiers (4): hp 19, 17, 16, 22; see the Appendix for complete statistics.

Aushanna, Advanced Erinyes: CR 9; Medium outsider (baatezu, evil, extraplanar, lawful); HD 12d8+60; hp 114; Init +5; Spd 30 ft., fly 50 ft. (good); AC 23, touch 15, flat-footed 18; Base Atk +12; Grp +21; Atk +17 melee (1d8+5/19–20, longsword) or +18 ranged (1d8+6/×3 plus 1d6 fire, *+1 flaming composite longbow*) or +17 ranged (entangle, rope); Full Atk +17/+12/+7 melee (1d8+5/19–20, longsword) or +18/13/+8 ranged (1d8+6/×3 plus 1d6 fire, *+1 flaming composite longbow*) or +16/+16/+11/+6 ranged (1d8+6/×3 plus 1d6 fire, *+1 flaming composite longbow* with Rapid Shot feat) or +17 ranged (entangle, rope); SA entangle, spell-like abilities; SQ damage reduction 5/good, darkvision 60 ft., immunity to fire and poison, resistance to acid 10 and cold 10, see in darkness, SR 20, telepathy 100 ft., true seeing; AL LE; SV Fort +13, Ref +13, Will +12; Str 21, Dex 21, Con 21, Int 14, Wis 18, Cha 20.

Skills: Concentration +20, Diplomacy +10, Escape Artist +17, Hide +20, Knowledge (dungeoneering) +17, Knowledge (the planes) +17, Listen +19, Move Silently +20, Search +17, Sense Motive +19, Spot +19, Survival +4 (+6 following tracks), Use Rope +5 (+7 with bindings). *Feats:* Dodge, Flyby Attack, Mobility, Point Blank Shot, Precise Shot, Rapid Shot, Shot on the Run.

Entangle (Ex): Aushanna can hurl her rope up to 30 feet at no range penalty; as *animate rope* spell (16th-level caster).

Spell-Like Abilities: At will—*greater teleport* (self + 50 pounds of objects), *charm monster* (DC 19), *minor image* (DC 17), *unholy blight* (DC 19). Caster level 12th.

True Seeing (Su): As the spell; caster level 14th.

Possessions: +1 flaming composite longbow (+5 Str bonus) with 40 arrows, longsword, rope.

Kuo-toa Tactics: Both sets of kuo-toas are more than willing to engage in ranged combat because they know that if they can survive for a few minutes, Aushanna will arrive and reinforce them. The whips stay together in a group, casting their defensive spells (*entropic shield,* then *shield of faith*) and generating lightning bolts as often as they can. They only draw their morningstars and attack if they've already cast their defensive spells and the characters have moved down to engage them in melee. The soldiers spread out to the balconies on the east and west walls and fire their hand crossbows at the PCs. If the characters head toward the upper balconies (either by flying or ascending the stairs), two soldiers move to the platform in the center of the south wall, then untie the suspension bridges to the left and right of the door, which takes a full-round action.

If a kuo-toa is close enough to charge a PC on a balcony, it tries to bull rush the PC off the balcony, going with the PC if necessary—these are religious fanatics, after all. It's a 30-foot drop from the balconies and platforms in area **5b** and a 60-foot drop from the upper balcony in area **5a**. The presence of the rail gives a character resisting a bull rush attempt a +2 circumstance bonus on the Strength check.

Aushanna Tactics: Unlike the kuo-toas, Aushanna has to work quickly because she returns to the Nine Hells after 10 minutes. She flies up near the ceiling and peppers the PCs with arrows, using Rapid Shot to make four attacks. If the PCs deal her significant damage (more than 15 points in a single attack), she *teleports* away for a round or two, then *teleports* back. She takes advantage of her speed and maneuverability, using Flyby Attack and Shot on the Run to flit back and forth between squares with cover from the PCs.

If Aushanna arrives to find an empty chamber, she flies through Bhal-Hamatugn looking for intruders. With her *true sight* ability, she's likely to find them, but the search uses up some of the 10 minutes she's allotted on the Material Plane.

Statue of Blipdoolpoolp: The lobster statue, made of pure obsidian, is essentially a massive, stationary magic item. It has the following effects, all with a caster level of 15th:

• Permanent widened *unhallow* that covers all of area **5**. This prevents nonevil characters from entering area **5** (Will negates DC 17), blocks all mental charm and compulsion effects, makes rebuking easier and turning harder, and gives all creatures a +2 deflection bonus to AC and a +2 resistance bonus on saves against attacks made or effects created by good creatures.

• The statue counts as three additional whips for the purpose of the kuo-toas' lightning bolts, and the whips generating the lightning bolt need only be in the same room as the statue, not necessarily touching it. Four whips can generate a lightning bolt that deals 7d6 points of damage in area **5**, and even a solo whip can generate a 4d6 lightning bolt.

• Whenever a nonevil character enters area **5**, the statue uses a variant of a *planar ally* spell to call a specific erinyes devil, Aushanna, 2 minutes later. Aushanna returns to the Nine Hells after 10 minutes, and then won't return for another hour. If Aushanna is killed she is dead, and the statue can't call another outsider until a cleric of Blipdoolpoolp of at least 15th level learns the name of another demon or devil and makes a deal with it through the statue to serve as this area's guardian. Once the cleric learns the outsider's name, the process of establishing the new link requires a ritual that takes 12 hours of prayer and meditation. For the sake of this adventure, slaying Aushanna effectively ends this particular threat even if the PCs leave the kuo-toan stronghold and return later.

Treasure: If Aushanna is slain, the PCs can claim her bow and other equipment. As a called outsider, her body and possessions don't disappear when she dies.

Experience: This area essentially includes two EL 9 encounters: the kuo-toas present when the PCs enter, then Aushanna the erinyes, who arrives 2 minutes later. Depending on the PCs' actions, they might face these encounters one after the other, in separate forays, or even both at once if the kuo-toas are able to stall for time. If the characters defeat both during the same foray—no mean feat—they face the high priest, Mangh-Mictho, when he emerges from area **8**. Mangh-Mictho is also an EL 9 encounter.

6. PRIEST'S CHAMBER (EL 6; SEE TEXT)

Light: *Continual flame* from brass brazier hanging in center of room.
Sound: None.
Reaction: None.
Auras: Moderate (clay pot, DC 21 abjuration), faint (*continual flame*, DC 18 evocation).

These two rooms differ only in minor details. The personal quarters of the high-ranking whips, the chambers are notable only for their trap and treasure.

> A stone cistern about 6 feet long and 4 feet across dominates this room. Shelves cover the walls. Most are empty, but a few hold moldy scrolls or rotting books. A lidded clay pot some 4 feet tall sits in the northern corner. An obviously magical flame burns in a brazier hanging from the ceiling.

The scrolls and books are mostly religious texts about Blipdoolpoolp, although they occasionally reference other faiths—mostly those of Wee Jas and Vecna. A PC who reads Kuo-toan that spends at least 20 minutes scanning them, however, spots a passing reference to the "dark wisdom of the dwarf Zee'niht Shpehn-trahshad." The text provides no further details.

The cistern is filled with clean water. A priest sleeps there.

Trap: A *greater glyph of warding* guards the clay pot, triggering if anyone who isn't a kuo-toa wearing a holy symbol of Blipdoolpoolp breaks the clay pot or lifts the lid.

***Greater Glyph of Warding* Trap:** CR 7; spell; spell trigger; no reset; spell effect (*glyph of warding* [blast], 16th-level cleric, 8d8 sonic, DC 19 Reflex save half damage); multiple targets (all targets within 5 ft.); Search DC 32, Disable Device DC 32.

Treasure: The contents of the pot are different in each priest's chamber. If the trap is triggered, the blast destroys everything but the coins.

East Chamber: 500 gp, malachite-handled mirror (100 gp), pearl necklace (300 gp), garnet ring (100 gp).

West Chamber: 1,200 sp, 200 gp, embroidered mantle (400 gp), ebony chess pieces (200 gp).

Ad-hoc XP Award: Because the characters will expect the second clay pot they encounter to be trapped, award 20% fewer experience points for it.

7. MEDITATION CHAMBER (EL 9)

Light: Illumination from doorways to area **6** (shadowy illumination).
Sound: None.
Reaction: None.
Auras: Faint (Mangh-Mictho's armor, DC 17 abjuration). If Mangh-Mictho has cast his preparatory spells, he has the following additional auras: moderate (*divine power*, DC 19 evocation), faint (*bear's endurance*, DC 17 transmutation), faint (*bull's strength,* DC 17 transmutation), faint (*owl's wisdom,* DC 17 transmutation), faint (*entropic shield,* DC 16 abjuration), faint (*shield of faith,* DC 16 abjuration), faint (*magic weapon,* DC 16 transmutation), faint (*divine favor,* DC 16 evocation); strong evil (Mangh-Mictho), faint evil (duergar).

This room is almost devoid of features, but one of the most powerful kuo-toas in Bhal-Hamatugn spends most of his time here. Read the last sentence of the boxed text only if Mangh-Mictho is present.

> Murky water laps just a few inches below the threshold to this room. The room is empty of furniture, but the walls are covered with crab claws, mandibles, and other crustacean appendages carved in bas-relief. The warm light of a fire streams from doorways to your left and right. A kuo-toa wearing chitin-styled plate armor stands in the center of the room, water lapping at his knees.

The meditation chamber is where the whips come to prepare spells each day. Some of the claws on the north wall form shallow bowls that spill over into each other; the fountains form a water clock so the kuo-toas know when to pray to Blipdoolpoolp again. But the characters have to get through Mangh-Mictho, the head whip, before they can examine the water clock.

There's a chance the PCs have to engage in underwater combat here. It's a good idea to reread the Underwater Combat section in Chapter 3 of the *Dungeon Master's Guide* before running this encounter.

Creatures: Mangh-Mictho, the head whip, spends most of his waking hours here, tending the shrine and notifying the other whips when it's time for them to return to the chamber and pray. He is waited upon by a duergar slave.

Mangh-Mictho, Male Kuo-toa Clr 8: CR 9; Medium monstrous humanoid (aquatic); HD 2d8+6 plus 8d8+24; hp 75; Init +1; Spd 15 ft., swim 35 ft.; AC 26, touch 11, flat-footed 25; Base Atk +8; Grp +10; Atk +11 melee (1d10+3, pincer staff); Full Atk +11/+6 melee (1d10+3, pincer staff); SA lightning bolt, pincer staff; SQ amphibious, immunity to poison and paralysis, keen sight, light blindness, resistance to electricity 10, slippery; AL NE; SV Fort +9, Ref +6, Will +14; Str 15, Dex 12, Con 16, Int 10, Wis 21, Cha 8.

Skills: Concentration +15, Escape Artist +6*, Jump –8*, Listen +7, Search +4, Spellcraft +11, Spot +11, Swim +6*. *Feats:* Alertness, Exotic Weapon Proficiency (pincer staff), Spell Focus (evocation), Spell Focus (necromancy), Weapon Focus (pincer staff).

*Includes –2 armor check penalty (–4 for Swim)

Cleric Spells Prepared (6/7/5/5/4; save DC 15 + spell level); 0—*cure minor wounds* ×2, *detect magic* ×2, *read magic, resistance*; 1st—*cure light wounds* ×2, *divine favor, entropic shield, magic weapon, protection from good*, shield of faith;* 2nd—*bear's endurance, bull's strength, darkness, owl's wisdom, shatter*†;* 3rd—*bestow curse†, contagion*†, deeper darkness, dispel magic* ×2 *;* 4th—*control water, cure critical wounds, divine power, unholy blight*†.*

*Domain spell. *Domains:* Destruction (smite once per day for +4 attack, +8 damage), Evil (cast evil spells at +1 caster level).

†Evocation or Necromancy spells. The save DC for these spells is 16 + spell level.

Lightning Bolt: Every 1d4 rounds, whips can generate a lightning bolt that deals 1d6 points of electricity damage for every whip touching each other; Reflex save DC 13 + number of whips for half damage.

Keen Sight (Ex): Kuo-toas can spot invisible and ethereal creatures, as long as they're moving.

Light Blindness (Ex): Exposure to bright light (such as a *daylight* spell) blinds kuo-toas for 1 round and dazzles them as long as the light remains.

Slippery: Kuo-toans can wriggle free from webs and other forms of confinement.

Possessions: +1 mithral full plate, pincer staff, holy symbol.

Duergar Slave: hp 9; *Monster Manual* 91.

Tactics: When he hears trouble, Mangh-Mictho first locks the door, then has his duergar slave help him put on his armor (4 minutes). Once armored, he casts preparatory spells in the following order: *bear's endurance, bull's strength, owl's wisdom, entropic shield, shield of faith, magic weapon, divine favor,* and *divine power.* He moves to the door and listens for 1 round, then he unlocks the door to face the intruders in area **5**.

When Mangh-Mictho has all the spells cast, his stats improve as follows: hp 103; AC 29; Full Atk +19/+14/+9 melee (1d10+10, *+1 pincer staff*); Fort +11, Will +16; Concentration +17, Jump –5, Listen +9, Spot +13, Swim +11; save DC 17 + spell level, 18 + spell level for Evocation and Necromancy spells.

By stepping into area **5**, Mangh-Mictho can generate a lightning bolt every 1d4 rounds that deals 4d6 points of electricity damage. But Mangh-Mictho can also try to entice at least some of the PCs into entering area **7**, so he might step back a square or two so he threatens an open door with his pincer staff, which has a reach of 10 feet. Once one or more PCs step into the room, Mangh-Mictho moves to the door himself and closes and locks it. He's willing to suffer attacks of opportunity for this action. If Mangh-Mictho gets PCs inside area **7** when the door is locked, he casts the raise water version of *control water,* filling areas **6** and **7** to the ceiling. Then the PCs have to contend with the dangers and difficulties of underwater combat, as described in Chapter 3 of the *Dungeon Master's Guide.* Those outside the locked door see only a slowly growing puddle of water, unless they can open the door before their comrades drown.

8. TORTURE CHAMBER (EL 5)

Light: *Continual flame* from brass-and-wood brazier floating in northwest corner of room.

Sound: Dripping water (automatic), rhythmic croaking (DC 15, unless it stopped when the portcullis in area **4** opened).

Reaction: None.

Auras: Faint (*continual flame,* DC 17 evocation); moderate evil (Garekk).

Lurking in this room is the kuo-toas' torturer, a mummy named Garekk. If he heard the PCs approach, he's hiding underwater.

> The passageway leading to this room slopes down slightly, and the omnipresent puddles eventually grow to the point where you're knee-deep in murky water. The room, lit by a floating brazier in the northwest corner containing an obviously magical flame, has all manner of torture implements: shelves with scalpels, thumbscrews, and a large jar of salt. A well-oiled stretching rack. Pairs of manacles hanging from the ceiling and the eastern wall.
>
> Assuming the rack and shelves are of normal height, the room probably has 2 to 3 feet of standing water in it.

Creatures: Garekk rarely leaves this room, except to gather torture victims from the cells in area **4** or deliver "ritual components" to area **5**. Garekk doesn't remember what race he used to be, and he's so twisted and decrepit that it's impossible to tell by looking at him.

Garekk, Mummy: hp 55; *Monster Manual* 190 except Hide +7, Intimidate +13, Listen +8, Spot +4.

Tactics: If Garekk hears the portcullis in area **4** open or hears conversation in the southern hallway, he crouches underwater in the northeast corner of the room. When he first rises from the water—or when the PCs otherwise first see him—they must succeed at a DC 16 Will save or be paralyzed with fear for 1d4 rounds. He attacks a paralyzed foe first if possible and the nearest enemy if not. (Kuo-toas are naturally immune to paralysis, so Garekk's despair ability doesn't get in the way.)

The room is filled with waist-high water to Medium creatures. Medium or larger creatures get cover from the water, but it costs 4 squares of movement to move into any square in the room (or they can swim if they wish). Small PCs have to swim, but they gain improved cover (+8 bonus to AC, +4 bonus on Reflex saves). Tumbling is impossible, and the DCs of Move Silently checks are increased by 2.

CAMPAIGN SEED: DHORLOT AND THE CAGEWRIGHTS

For a relatively young dragon, Dhorlot is fascinated—some might say obsessed—with creating half-dragon progeny. He's allied with the Cagewrights in Cauldron because bringing a horde of fiends to the Material Plane will open up new opportunities to pursue his avocation.

Dhorlot has been in Bhal-Hamatugn for several months, arriving at Mangh-Mictho's urging. When he arrived, he noticed Zenith's birthmark and immediately informed the Cagewrights, selling them the location of one of their Shackleborn in exchange for "breeding rights" when the gate from Carceri is open.

In the meantime, he's been impregnating the kuo-toas while keeping an eye on Zenith Splintershield for the Cagewrights.

9A. ARMORER'S WORKSHOP

Light: Pitch black. If the PCs have only darkvision, eliminate color reference in the read-aloud text below.
Sound: Dripping water (automatic); Hlanamm moving into position (PCs' Listen checks opposed by Hlanamm's Move Silently check of +9, but PCs get a +2 bonus because of the shallow water in area **9e**).
Reaction: To conversation in a language other than Kuo-Toan—Hlanamm the Spearmaster in area **9e** sneaks down the hallway toward the PCs, setting up a sneak attack with his spear.
Auras: None.

This vacant room is where one of the kuo-toas makes shields and armor for the rest of the tribe.

> Down a long hallway is an alcove, partially covered with a bright red tapestry hanging from pegs in the ceiling. Beyond it is a primitive forge and a table with woodworking and leathercrafting tools.

9B. PAINTER'S WORKSHOP

Light: Pitch black. If the PCs have only darkvision, eliminate color reference in the read-aloud text below.
Sound: Dripping water (automatic); Hlanamm moving into position (PCs' Listen checks opposed by Hlanamm's Move Silently check of +9, but PCs get a +2 bonus because of the shallow water in area **9e**).
Reaction: To conversation in a language other than Kuo-Toan—Hlanamm the Spearmaster in area **9e** sneaks down the hallway toward the PCs, setting up a sneak attack with his spear.
Auras: None.

One of the kuo-toas prepares the paints that become the frescos elsewhere in Bhal-Hamatugn in this room.

> Beyond the second red curtain is another alcove, dominated by a wooden table covered with mixing bowls, mud-pots, and ceramic jars of paint.

Treasure: The fresco paints in area **9b** are worth 500 gp (Appraise DC 25 to discern their value).

9C. STONEMASON'S WORKSHOP

Light: Pitch black.
Sound: Dripping water (automatic); Hlanamm moving into position (PCs' Listen checks opposed by Hlanamm's Move Silently check of +9, but PCs get a +2 bonus because of the shallow water in area **9e**).
Reaction: To conversation in a language other than Kuo-Toan—Hlanamm the Spearmaster in area **9e** sneaks down the hallway toward the PCs, setting up a sneak attack with his spear.
Auras: None.

This alcove is for the stonemason, who does everything from repairs to the walls of Bhal-Hamatugn to arrowheads and spearpoints for Hlanamm in area **9e**.

> This alcove has a pedal-operated grinder and a table covered with chisels, picks, and shards of flint, some crudely fashioned into spearpoints.

9D. WEAVER'S WORKSHOP

Light: Pitch black. If the PCs have only darkvision, eliminate color reference in the read-aloud text below.
Sound: Dripping water (automatic); Hlanamm moving into position (PCs' Listen checks opposed by Hlanamm's Move Silently check of +9, but PCs get a +2 bonus because of the shallow water in area **9e**).
Reaction: To conversation in a language other than Kuo-Toan—Hlanamm the Spearmaster in area **9e** sneaks down the hallway toward the PCs, setting up a sneak attack with his spear.
Auras: None.

The kuo-toa weaver responsible for the tapestries in Bhal-Hamatugn plies his trade here.

> A big loom covers most of the available floor space in this alcove. A half-completed tapestry on the loom depicts the green and black legs of what is apparently a kuo-toa, and the swirling black tail of something else. Another tapestry is rolled up and leaning in a corner.

The PCs should be glad the tapestry isn't completed. It depicts Dhorlot (who lives in area **14**) impregnating a kuo-toa female.

Treasure: The tapestry in the corner, an abstract zig-zag design, is worth 400 gp. It weighs 75 pounds.

9E. WEAPONSMITH'S WORKSHOP (EL 7)

Light: Pitch black. If the PCs have only darkvision, eliminate color reference in read-aloud text below.
Sound: Dripping water (automatic); Hlanamm moving into position (PCs' Listen checks opposed by Hlanamm's Move Silently check of +9, but PCs get a +2 bonus because of the shallow water in area **9e**).
Reaction: To conversation in a language other than Kuo-Toan or entry by nonkuo-toa—Hlanamm the Spearmaster attacks.
Auras: Moderate (Hlanamm's spear, DC 18 transmutation); faint evil (Hlanamm).

A kuo-toa rogue waits in ambush in this room, and it provides some insight into how the kuo-toa tribe works.

> The final alcove holds a round table with a bag of feathers, wooden shafts of various lengths and thicknesses, and a stitched-together padded mannequin with several crossbow bolts sticking out of its head.

Creatures: Of the artisans, only Hlanamm the Spearmaster is present in his workshop. The others are in area **12**.

Hlanamm the Spearmaster, Male Kuo-toa Rog 5: CR 7; Medium monstrous humanoid (aquatic); HD 2d8+4 plus 5d6+10; hp 41; Init +2; Spd 20 ft., swim 50 ft.; AC 23, touch 12, flat-footed 21; Base Atk +5; Grp +8; Atk +10 melee (1d6+4, *+1 shortspear*) or +9 ranged (1d6+4, *+1 shortspear*); Full Atk +10 melee (1d6+4, *+1 shortspear*) or +9 ranged (1d6+4, *+1 shortspear*); SA sneak attack +3d6; SQ adhesive, amphibious, evasion, immunity to poison and paralysis, keen sight, light blindness, resistance to electricity 10, slippery, trap sense +1, trapfinding, uncanny dodge; AL NE; SV Fort +3, Ref +9, Will +7; Str 16, Dex 15, Con 15, Int 10, Wis 16, Cha 8.

Skills: Climb +10*, Craft (weaponsmith) +8, Escape Artist +9*, Hide +9*, Jump +12*, Listen +7, Move Silently +9*, Search +4, Spot +9, Swim +9*, Tumble +11*. *Feats:* Alertness, Dodge, Point Blank Shot, Weapon Focus (shortspear).

*Includes –1 armor check penalty (–2 for Swim).

Adhesive (Ex): Foes who miss a kuo-toa with a melee attack must succeed at a DC 14 Reflex save or have the weapon yanked from their grasp and stuck to the kuo-toa's shield. A shield can only trap one thing. It takes a DC 20 Strength check to pull something free from the shield.

Keen Sight (Ex): Kuo-toas can spot invisible and ethereal creatures, as long as they're moving.

Light Blindness (Ex): Exposure to bright light (such as a *daylight* spell) blinds kuo-toas for 1 round and dazzles them as long as the light remains.

Slippery: Kuo-toans can wriggle free from webs and other forms of confinement.

Possessions: +1 shortspear of returning, masterwork studded leather armor, masterwork heavy wooden shield.

Tactics: Hlanamm listens carefully, hoping to get warning of the PCs' approach. Then he hides at the entrance to his workshop. Ideally, he throws his spear when only one PC remains in the hallway, but he also throws if he gets too worried that he will lose the element of surprise. Hlanamm does whatever he can to deal sneak attack damage. If taken below half his hit points, he tries to flee to area **12**, although the portcullis may keep him in area **11**.

Treasure: The fresco paints in area **9b** are worth 500 gp (Appraise DC 25 to discern their value). An abstract tapestry in area **9d** is worth 400 gp, but it weighs 75 pounds.

10. HALL OF KUO-TOAN HEROES (EL 7)

Light: Pitch black.

Sound: None.

Reaction: To sounds of battle—kuo-toa soldiers in area **11** warn kuo-toas in area **12** (automatic); to pit trap triggering—area **11** warns area **12** (DC 10).

Auras: None; moderate evil (wraith).

This room has a pit trap and a resident wraith who eagerly takes advantage of PCs who fall down the pit.

> This chamber is mostly empty, but attached to the walls are about two dozen motionless kuo-toas. Those on the east wall have shields and weapons, usually spears or rapiers. Some have large slashes in them—wounds that certainly look fatal. Those on the west wall all have grisly holes in their bellies and carry no weapons. A basalt altar with a single carved-stone crustacean claw is built into the south wall.

The PCs assume the worst—that the kuo-toas on the walls are zombies or some other undead. But the truth is far simpler: The kuo-toas honor their heroes by stuffing their bodies and mounting them here so that they can inspire others even after death. The east wall is for war heroes, and the west wall is for kuo-toan females who've died giving birth to the fingerlings in area **11**.

Trap: A deep, spike-filled pit lies just inside the room through the double doors.

Spiked Pit Trap: CR 5; mechanical; location trigger; manual reset; DC 25 Reflex save avoids; 40 ft. deep (4d6, fall); multiple targets (anyone standing in the marked area after a one-second delay); pit spikes (Atk +19 melee, 1d4 spikes per target for 1d4+4 each); Search DC 21; Disable Device DC 20.

Creature: A wraith haunts this room. It doesn't attack the kuo-toas because it's learned that doing so invites Mangh-Mictho's wrath.

Wraith: hp 32; *Monster Manual* 258.

Tactics: The wraith lurks near the altar, hiding with only its head sticking out of the wall. If someone falls down the pit, the wraith swoops down to the pit through the floor and attacks the trap victim, hoping to drain him completely and create a spawn before the other PCs can help. Otherwise, the wraith waits until one PC stands apart from the others before attacking, if it can.

Treasure: Golden incense burners (1,000 gp) sit on the altar.

11. FINGERLING POOL (EL 8)

Light: Pitch black.

Sound: Tiny splashes from water (DC 10); occasional rustling and splashes from area **12** (DC 20).

NEW MAGIC ITEM

Sphere of the Unseen: This variant of an elemental gem contains a conjuration spell tied to the Elemental Plane of Air. When the glowing glass sphere is broken, an invisible stalker appears as if summoned by a *summon monster* spell. The invisible stalker is under the control of the creature that broke the sphere and remains for 13 rounds.

Strong conjuration; CL 13th; Craft Wondrous Item, *summon monster VII;* Price 4,550 gp.

Reaction: To sounds of battle—kuo-toa soldiers emerge from area **12** in 6 rounds, open portcullis, and join battle (automatic).
Auras: None; faint evil (two fingerling swarms), faint evil (two kuo-toa soldiers).

In this room, the PCs come into contact with the product of the kuo-toa's crossbreeding program: half-dragon kuo-toa fingerlings.

> This octagonal room has a stone staircase ascending into an alcove in the northwest corner and an iron portcullis in the south wall. It looks like a net has been woven through the bars of the portcullis, but the net only reaches halfway up the bars. Most of the western half of the room is covered with standing water. The water is murky, so you can't tell how deep it gets, but if the floor is mostly level, it shouldn't be more than a foot deep. The walls are covered with frescos of young kuo-toas emerging from eggs and being handed spears by other kuo-toas.

The water is indeed shallow, except as marked on the map near the stairway. There it's 4 feet deep, providing cover for the guards in this room.

The lever that opens and closes the portcullis is inset into the west wall on the south side of the portcullis. It functions like the portcullises in area **4**, except that it makes only a faint rattling noise. The net keeps the draconic fingerlings from swimming into area **12**.

Creatures: Two kuo-toa soldiers crouch on either side of the staircase, and under the surface of the water lurk two draconic fingerling swarms (described in the appendix).

Kuo-toa Soldiers (2): hp 19, 20; see the Appendix for complete statistics.

Draconic Fingerlings (2): hp 62, 64; see the Appendix for complete statistics.

Tactics: The kuo-toa soldiers hide underwater if they know the PCs are coming, then raise their heads and hand crossbows above the surface hoping to surprise (and sneak attack) the PCs when they enter the room. Crouching in the deep water, the kuo-toa soldiers have improved cover (+8 bonus to AC, +4 bonus on Reflex saves) from PCs who aren't also in the deep water. The fingerling swarms simply attack any PC that sets foot in the water or comes within a vertical jump of the water's surface.

Experience: The PCs gain experience for the draconic fingerling swarms as if they defeated the swarms in battle if they get onto the stairs that lead to area **13**. Their purpose here isn't to defeat acidic tadpoles, it's to recover Zenith Splintershield.

12. LIVING QUARTERS (EL 8; SEE TEXT)

Light: Phosphorescent patches on walls (shadowy illumination).
Sound: Trickling water (automatic).
Reaction: None.
Auras: Faint (whip armor, DC 17 abjuration), faint (*cure* scroll, DC 16 conjuration), faint (*bear's endurance* scroll, DC 16

transmutation); moderate evil (three whips), faint evil (six kuo-toa females).

This is where the rank-and-file kuo-toas sleep, bathe, and eat.

> A pool of murky water lies in the center of this room. The walls are covered with primitive stick-figure drawings of bipeds with spears. Some carry oval-shaped objects. Nine kuo-toas glare at you balefully.

A straightforward fight is in store here, the only complication being the shallow water that covers much of the room.

Creatures: Three of the kuo-toas are whips, and the others are Bhal-Hamatugn's remaining females (the others died after giving birth to the fingerlings and are now stuffed in area **10**).

Kuo-toa Whips (3): hp 28, 30, 31; see Appendix.

Kuo-toa Females (6): hp 11, 13, 9, 12, 10, 14; *Monster Manual* 163.

Tactics: The kuo-toa whips cast protective spells on themselves if they are forewarned of the PCs' approach. The females engage the PCs in melee, while the whips cast spells and generate lightning bolts. The kuo-toas fight to the death unless they can slip past the PCs and run away, in which case they head toward area **5**.

Ad-hoc XP Award: Because this encounter features many low-level opponents, it's easier and thus less of a challenge than its encounter level would indicate. Reduce XP awards by 10%.

13. DHORLHOT'S ANTECHAMBER (EL 6)

Light: Pitch black.
Sound: Occasional slithering from beyond north door (DC 25).
Reaction: To triggering either trap—Dhorlot in area **14** knows of PCs' presence (automatic).
Auras: Faint (door trap, DC 20 abjuration).

Trap #1: This empty room has two traps: one on the carved stone doors between this room and area **12**, and one inside the room itself. Deal with the door trap first, then read the boxed text when the PCs get the door open.

***Lightning Bolt* Trap:** CR 6; magic device; touch trigger; automatic reset; spell effect (*lightning bolt,* 10th-level caster 10d6 electricity, DC 14 Reflex save half damage); Search DC 28; Disable Device DC 28. The *lightning bolt* is wide enough to encompass the entire stairway.

> This empty room has wall frescos in a zig-zag pattern so busy it's almost dizzying to look at. You see another carved stone door in the center of the north wall.

Trap #2: Characters who cross the room face the second trap, which triggers 6 seconds after the first PC steps beyond the threshold. Anyone in the room at that point gets targeted by the trap, unless they're Small or crawling, in which case the spears fly harmlessly overhead.

Poison Wall Spears: CR 5; mechanical; location trigger; manual reset; Atk +16 ranged (1d8+4 plus poison, spear); multiple targets (anyone Medium or larger in room); poison (Medium monstrous spider venom, DC 12 Fortitude save resists, 1d4 Str/1d4 Str); Search DC 17; Disable Device DC 21.

14. DHORLOT THE DRAGON-FATHER (EL 9; SEE TEXT)

Light: *Continual flame* from brass brazier on altar.
Sound: None.
Reaction: None.
Auras: Faint (*continual flame*, DC 17 evocation); moderate evil (Dhorlot).

One of the most powerful allies of Zenith and kuo-toas, a black dragon, lives here. Dhorlot fathered the draconic fingerlings in area **12**.

> This plain chamber features a stone altar on its north wall and clay pots lining the east and west walls. In the center of the room crouches a black dragon the size of a horse, its nostrils twitching as it stares you down.

Creatures: Dhorlot is the only creature present in this area. The characters need to make their saves against the dragon's frightful presence during the round after Dhorlot first attacks.

Dhorlot the Dragon-Father: CR 9; Large dragon (water); HD 16d12+48; hp 150; Init +0; Spd 60 ft., fly 150 ft. (poor), swim 60 ft.; AC 24, touch 9, flat-footed 24; Base Atk +16; Grp +24; Atk +20 melee (2d6+4, bite); Full Atk +20 melee (2d6+4, bite), +17 melee 1d8+2, 2 claws), +17 melee (1d6+2, 2 wings), +18 melee (1d8+6, tail slap); Space/Reach 10 ft./5 ft. (bite 10 ft.); SA breath weapon, *darkness,* frightful presence, spells; SQ blindsense 60 ft., DR 5/magic; darkvision 120 ft., immunities (acid, *sleep,* and paralysis), low-light vision, SR 17, water breathing; AL CE; SV Fort +13, Ref +10, Will +11; Str 19, Dex 10, Con 17, Int 12, Wis 13, Cha 12.

Skills: Bluff +9, Climb +20, Diplomacy +8, Hide +8, Intimidate +19, Listen +17, Move Silently +16, Search +17, Knowledge (nature) +7, Spot +17, Swim +10. *Feats:* Improved Bull Rush, Improved Sunder, Multiattack, Power Attack, Weapon Focus (bite), Weapon Focus (tail slap).

Breath Weapon (Su): 80-ft. line, damage 10d4 acid, Reflex DC 21 half.

***Darkness* (Sp):** 3/day—as darkness, but 50 ft., radius. Caster level 5th.

Frightful Presence (Ex): 150 ft. radius, HD 15 or less, Will DC 19 negates.

Water Breathing (Ex): Can breathe underwater indefinitely and freely use breath weapon, spells, and other abilities underwater.

Spells Known (5/4; save DC 11 + spell level): 0—*daze, detect magic, ray of fatigue, read magic;* 1st—*obscuring mist, shield.*

Tactics: Dhorlot applies typical dragon tactics—breath weapon or full attack every round—against intruders. He casts *shield* if he hears intruders at his door. But unlike the fanatical

kuo-toas, Dhorlot isn't willing to die to protect Bhal-Hamatugn. If reduced below 60 hp, he flees, bull-rushing PCs out of the way if he has to and using *obscuring mist* at an intersection to slow pursuit. If the PCs drive him off, he never returns to Bhal-Hamatugn.

Treasure: Most of the clay pots are empty, but some hold the dragon's hoard: 60 pp, 800 gp, 1,100 sp, 400 cp, finely wrought electrum bracers (500 gp for the set), four sets of silver flatware (50 gp each), three rubies (300 gp each), two emeralds (200 gp each), 1 cut zirconium (10 gp, but it takes a DC 15 Appraise check to avoid mistaking it for a 2,000 gp diamond), scroll of *dismissal,* scroll of *cloudkill*, scroll of *wall of fire, wand of see invisibility* (11 charges remaining), *potion of cure moderate wounds, potion of darkvision, potion of displacement, oil of keen edge.*

Ad-hoc XP Award: Because Dhorlot will readily flee, and because the close-quarters terrain favors the PCs, award 10% less experience for this encounter.

15. GUARD POSTS (EL 7)

Light: Pitch black.
Sound: Faint rhythmic croaking (DC 25).
Reaction: To sounds of battle—kuo-toans in area **3** awaken and attack in 6 rounds (automatic).
Auras: None; faint evil (four kuo-toa soldiers).

A narrow passageway connects these two small chambers. Neither has any furniture or features beyond the large openings in the south wall, which afford a view of the lake Bhal-Hamatugn sits in and the larger Underdark cavern.

There's a stone door in the north wall of the passageway that connects the two eye-chambers.

Creatures: It's likely that the PCs fought the kuo-toas here when they entered Bhal-Hamatugn. If they didn't, or if this is a later foray, four kuo-toa soldiers watch the entrance from these rooms, the eyes of the giant fish that is Bhal-Hamatugn.

Kuo-toan Soldiers (4): hp 20, 22, 18, 19; see the Appendix for complete statistics.

Tactics: Because the kuo-toas guard Bhal-Hamatugn from exterior attack, they don't pay attention to the stairway that leads from area **3** to here. Accordingly, they suffer a –5 penalty on Spot and Listen checks against PCs coming up the stairs. Once engaged, they rush into melee, trying to make as much noise as possible to warn the rest of Bhal-Hamatugn.

16. ARMORY

Light: Pitch black.
Sound: None.
Reaction: None.
Auras: None.

This room is simply weapon and armor storage.

This small room has shields stacked on the floor and dozens of spears in racks on the wall.

Treasure: The room holds 40 heavy wooden shields, 120 shortspears, 10 pincer staffs, and 200 hand crossbow bolts. Five of the shields have had kuo-toa adhesive applied to them.

17. MUSHROOM GROTTO (EL 7; SEE TEXT)

Light: Phosphorescent patches on walls (shadowy illumination).
Sound: None.
Reaction: To collapse of roof—every creature in Bhal-Hamatugn alerted to PCs' presence (automatic).
Auras: None.

Characters face two perils here: dangerous fungi and a roof that's about to collapse.

The floor of this large, T-shaped room is covered with bell-capped purple mushrooms standing a foot or two high. Two massive pillars are the room's only other visible feature. The southern pillar has partially collapsed and no longer reaches the ceiling. The northern pillar is cracked but otherwise intact. From the vantage point of the door, you can't see into the alcoves to the north and south.

The northern pillar is all that's holding up the roof. If it takes 30 points of damage, it collapses, caving in all of area **17** (everything west of the double doors). The cave-in functions as described in the Cave-Ins and Collapses section of the *Dungeon Master's Guide.*

The mushrooms that cover the floor count as light undergrowth, providing concealments and costing 2 squares of movement to enter each square. The DC of Tumble and Move Silently checks increases by 2.

Creatures: Four violet fungi live among the mushrooms. The kuo-toas don't mind because they're immune to poison.

Violet Fungus (4): 15, 14, 16, 17 hp; *Monster Manual* 112.

Tactics: The violet fungi lurk near the interior corners of the room. Until they move and extend their tentacles, they're indistinguishable from the rest of the mushrooms. They shuffle forward and attack as soon as they have a living target that doesn't look like a kuo-toa. They aren't intelligent, so they mindlessly fight until slain.

Experience: If the PCs get caught in area **17** as it collapses, they earn experience as if it was a CR 8 trap.

18. ANTECHAMBER OF THE FINAL BREATH (EL 8)

Light: Pitch black.
Sound: None.
Reaction: None.
Auras: Faint (Saagogoi's slippers, DC 17 abjuration); faint evil (Saagogoi).

The PCs have nearly reached Zenith, but they must first deal with a deadly guardian: Saagogoi, a kuo-toa monitor assassin.

This lozenge-shaped chamber has more frescoes, this time of kuo-toas emerging from the sea and marching into holes in the ground. The floor is covered with the same porcelain shards you found near the entrance. The eastern corner of the north wall features a set of double stone doors.

Creatures: If Bhal-Hamatugn has been alerted, or the PCs have made any noise opening the door, Saagogoi is perched directly above the door's threshold, using his *slippers of spider climbing* to cling to the wall where it meets the ceiling. Otherwise he's standing at attention at the doors to area **19**.

Saagogoi, Male Kuo-toa Mnk 3/Assassin 3: CR 8; Medium monstrous humanoid (aquatic); HD 2d8+4 plus 3d8+6 plus 3d6+6; hp 49; Init +3; Spd 30 ft., swim 50 ft.; AC 21, touch 15, flat-footed 21; Base Atk +6; Grp +7; Atk +9 melee (1d6+1, unarmed strike) or +10 melee (1d4+1 plus poison, dagger) or +10 ranged (1d4+1 plus poison, dagger); Full Atk +7/+7/+2 melee (1d6+1, unarmed strike) or +10/+5 melee (1d4+1 plus poison, dagger) or +10 ranged (1d4+1 plus poison, dagger); SA death attack (DC 15), sneak attack +2d6, stunning fist (DC 15); SQ evasion, still mind, uncanny dodge, amphibious, immunity to poison and paralysis, keen sight, light blindness, resistance to electricity 10, slippery; AL LE; SV Fort +5, Ref +12, Will +8; Str 13, Dex 17, Con 14, Int 16, Wis 14, Cha 6.

Skills: Disguise +2, Escape Artist +11, Hide +14, Jump +10, Listen +15, Move Silently +14, Search +7, Spot +19, Swim +9, Tumble +9. *Feats:* Alertness, Blind-Fight, Combat Reflexes, Stunning Fist, Weapon Finesse, Weapon Focus (dagger).

Keen Sight (Ex): Kuo-toas can spot invisible and ethereal creatures, as long as they're moving.

Light Blindness (Ex): Exposure to bright light (such as a *daylight* spell) blinds kuo-toas for 1 round and dazzles them as long as the light remains.

Slippery: Kuo-toans can wriggle free from webs and other forms of confinement.

Possessions: Slippers of spider climbing, 5 poisoned daggers (shadow essence; Fort DC 17; 1 Str drain/2d6 Str).

Tactics: Saagogoi is confident enough in his ability to hide in the ceiling shadows that he studies a foe for 3 rounds, then leaps from the wall and attacks a PC. He chooses whichever PC looks most like a wizard or sorcerer, because he knows they're less able to resist his death attack. Then Saagogoi runs from the chamber, trying to lure the PCs away from area **19**. If possible, he hides again, then makes another death attack or sneak attack.

19. ZENITH'S CHAMBER (EL 10)

Light: Zenith's *sphere of the unseen* (shadowy illumination until Zenith breaks it).

Sound: Muttering from overhead corpses (automatic).

Reaction: None.

Auras: Strong (teleportation circle, DC 24 conjuration), strong (Zenith's sphere, DC 21 conjuration), moderate (Zenith's amulet, DC 19 transmutation), faint (Zenith's gauntlets, DC 18 transmutation), faint (Zenith's armor, DC 17 abjuration), faint (Zenith's shield, DC 17 abjuration), faint (Zenith's axe, DC 17 transmutation), faint (muttering corpses, DC 17 necromancy); faint evil (Zenith).

This is it—the characters meet Zenith face-to-face. Not surprisingly, he won't return to Cauldron willingly.

Against the north wall sits a throne made of what looks like stitched-together skin. Four slender pillars surround a faintly luminescent circle about 5 feet across, carved into the stone of the floor. To either side of the throne hang banners depicting a dwarf in blue and white armor holding a waraxe aloft. Both banners are apparently upside-down.

A tired-looking dwarf slumps in the throne, a glowing sphere in his hand and an axe across his lap. "I prophesy your doom!" he whispers harshly."

If the characters have any light brighter than a candle with them, add the following:

Hanging by their feet from nooses attached to the 30-foot ceiling are dozens of rotting corpses, each with the top of its head removed. The corpses mutter and twitch in a pale mockery of life.

The throne is made from the scalps of the corpses, all foes that Zenith vanquished during his time in the Underdark. A unique necromantic effect (equivalent to a 3rd-level spell) makes the corpses mutter nonsense and flex their limbs from time to time, but the corpses aren't undead—they're just corpses. The tapestries are the Splintershield clan's battle standards. A successful DC 18 Knowledge (nobility and royalty) check reveals this, as well as the information that hanging them upside-down is a grave insult to anyone of that clan. The circle in the floor is a permanent *teleportation circle*. Anyone who steps into the circle is teleported to the platform in area **5b** between the pincers of the massive statue.

Creature: Zenith won't willingly leave his throne, but he's willing to listen to any entreaties from the PCs.

Zenith Splintershield, Dwarf Ftr 7/Dwarven Defender 3: CR 10; Medium humanoid; HD 7d10+24 plus 3d12+9; hp 88; Init +1; Spd 20 ft.; AC 23, touch 11, flat-footed 23; Base Atk +10; Grp +14; Atk +16 melee (1d10+7/19–20/×3, *+1 dwarven waraxe*); Full Atk +16/+11 melee (1d10+7/19–20/×3, *+1 dwarven waraxe*); SA —; SQ dwarf traits, defensive stance 2/day, uncanny dodge; AL LE; SV Fort +11, Ref +4, Will +4; Str 19, Dex 13, Con 16, Int 10, Wis 8, Cha 12.

Skills: Intimidate +11, Jump +8*, Sense Motive +2, Spot +2. *Feats:* Dodge, Endurance, Improved Critical (dwarven waraxe), Power Attack, Quick Draw, Toughness, Weapon Focus (dwarven waraxe), Weapon Specialization (dwarven waraxe).

*Includes –6 armor check penalty.

Defensive Stance: Zenith's defensive stance lasts for 8 rounds. It gives Zenith +2 to Str, +4 to Con, +2 on saves, and +4 to AC. His stats change to hp 108; AC 27; Full Atk +17/+12 melee (1d10+8/19–20/×3, *+1 dwarven waraxe*); Fort +15, Ref +6, Will +6 (not factoring in Zenith's dwarven bonuses); Str 21, Con 20.

Possessions: +1 full plate, +1 heavy steel shield, +1 dwarven waraxe, gauntlets of ogre power +2, amulet of health +2, sphere of the unseen.

Tactics: Zenith's first action is to hurl his *sphere of the unseen* at the south wall. That summons an invisible stalker that attacks any PC who hangs back rather than meeting Zenith in melee.

Zenith then adopts a defensive stance and tries to kill any PC who comes within reach. Each round, he utters another prophecy, pointing to a random character. Here are some sample prophecies, but feel to make up your own.

- "A man in blue will slay you before the year is done."
- "You'll be buried alive, but you won't be alone."
- "Your heart harbors two ships: betrayal and joy."
- "You will set your city aflame."

When possible, the prophecies should involve death or destruction and a include specific detail, even if they're otherwise maddeningly vague.

When Zenith reaches 20 hp or less, he breaks out of the defensive stance and use the *teleportation circle* to go to area **5b**. As soon as he can, he readies an action to attack anyone who follows him. He goes into a second defensive stance there and make his last stand before the red eyes of the Sea Mother.

If a PC uses magic such as a *see invisibility* or *invisibility purge* spell to fight the invisible stalker, describe Zenith's birthmark: the sign of Carceri like a big tattoo across his face. If the characters examine it later, they may discover that it's naturally invisible—it doesn't radiate magic at all.

CONCLUSION: GOING HOME

Once the characters defeat Zenith and get him out of Bhal-Hamatugn (provided he still lives), he becomes eerily docile. He follows the PCs wherever they go, but he won't speak or otherwise interact with them, other than taking offered food and water. If he's involved in a fight, he adopts a defensive stance and readies an action to attack anyone who comes within reach.

Cauldron is several days away. You can either use the random encounter tables from Chapter 3 or just declare that the trip back to town was uneventful. At the Cusp of Sunrise, Celeste happily pays the PCs, then takes Zenith away, ostensibly to meet his father. In reality, Zenith winds up shackled in a magic cage, and the plans of the Vhalantru and the Cagewrights are that much closer to fruition.

CONTINUING THE ADVENTURE

The PCs undoubtedly have some shopping to do—both selling extra gear taken from Bhal-Hamatugn and spending the reward money for returning Zenith. They should be at or near 8th level—ready for the fourth installment of the **Adventure Path: Shackled City** series, which will appear in *Dungeon* #104. The characters have unwittingly done the bidding of Vhalantru, but that doesn't mean he trusts them, nor is he willing to leave them alone.

APPENDIX: STAT BLOCKS

The following stat blocks cover creatures encountered in multiple areas.

Kuo-toa Soldier, Male Kuo-toa Rog 1: CR 3; Medium monstrous humanoid (aquatic); HD 2d8+4 plus 1d6+2; hp 19; Init +2; Spd 20 ft., swim 50 ft.; AC 20, touch 12, flat-footed 18; Base Atk +2; Grp +4; Atk/Full Atk +7 melee (1d6+2/18–20, masterwork rapier) or +6 ranged (1d4/19–20, masterwork hand crossbow); SA sneak attack +1d6; SQ adhesive, amphibious, immunity to poison and paralysis, keen sight, light blindness, resistance to electricity 10, slippery, trapfinding; AL NE; SV Fort +0, Ref +5, Will +3; Str 16, Dex 15, Con 15, Int 12, Wis 16, Cha 6.

Skills: Escape Artist +7*, Hide +6*, Listen +8, Move Silently +6*, Search +5, Spot +10, Swim +9*, Tumble +6*. *Feats:* Alertness, Weapon Focus (hand crossbow), Weapon Focus (rapier).

*Includes –1 armor check penalty (–2 for Swim).

Adhesive (Ex): Foes who miss a kuo-toa with a melee attack must succeed at a DC 14 Reflex save or have the weapon yanked from their grasp and stuck to the kuo-toa's shield. A shield can only trap one thing. It takes a DC 20 Strength check to pull something free from the shield.

Keen Sight (Ex): Kuo-toas can spot invisible and ethereal creatures, as long as they're moving.

Light Blindness (Ex): Exposure to bright light (such as a *daylight* spell) blinds kuo-toas for 1 round and dazzles them as long as the light remains.

Slippery: Kuo-toans can wriggle free from webs and other forms of confinement.

Possessions: Masterwork heavy steel shield with adhesive, masterwork rapier, masterwork hand crossbow with 10 bolts.

Kuo-toa Whip, Male Kuo-toa Clr 2: CR 3; Medium monstrous humanoid (aquatic); HD 2d8+4 plus 2d8+7; hp 29; Init +1; Spd 15 ft., swim 35 ft.; AC 26, touch 11, flat-footed 24; Base Atk +3; Grp +6; Atk/Full Atk +7 melee (1d8+2, masterwork morningstar); SA lightning bolt; SQ adhesive, amphibious immunity to poison and paralysis, keen sight, light blindness, resistance to electricity 10, slippery; AL NE; SV Fort +5, Ref +6, Will +10; Str 16, Dex 12, Con 15, Int 10, Wis 19, Cha 8.

Skills: Concentration +6, Escape Artist +3*, Listen +6, Search +4, Spellcraft +4, Spot +12, Swim –1. *Feats:* Alertness, Lightning Reflexes, Toughness.

*Includes –6 armor check penalty (–12 for Swim).

Spells Prepared (4/4; save DC 14 + spell level); 0—*cure minor wounds, detect magic, read magic, mending*; 1st—*doom, entropic shield, protection from good*, shield of faith.*

*Domain spell. *Domains:* Destruction (smite once per day for +4 attack, +2 damage), Evil (cast evil spells at +1 caster level).

Adhesive (Ex): Foes who miss a kuo-toa with a melee attack must succeed at a DC 14 Reflex save or have the weapon yanked from their grasp and stuck to the kuo-toa's shield. A shield can only trap one thing. It takes a DC 20 Strength check to pull something free from the shield.

Keen Sight (Ex): Kuo-toas can spot invisible and ethereal creatures, as long as they're moving.

Light Blindness (Ex): Exposure to bright light (such as a *daylight* spell) blinds kuo-toas for 1 round and dazzles them as long as the light remains.

Lightning Bolt (Su): Every 1d4 rounds, whips can generate a lightning bolt that deals 1d6 points of electricity damage for every whip touching each other; Reflex save DC 13 + number of whips for half damage.

Slippery: Kuo-toans can wriggle free from webs and other forms of confinement.

Possessions: +1 banded mail, heavy wooden shield, masterwork morningstar, scroll of *bear's endurance*, scroll of *cure moderate wounds*.

DRACONIC FINGERLINGS

Diminutive Dragon (Aquatic, Swarm)
Hit Dice: 10d12 (65 hp)
Initiative: +3
Speed: Swim 30 ft. (6 squares)
Armor Class: 18 (+4 size, +3 Dex, +1 natural), touch 17, flat-footed 15
Base Attack/Grapple: +10/—
Attack: Swarm 2d6 + 1d6 acid
Full Attack: Swarm 2d6 + 1d6 acid
Space/Reach: 10 ft./0 ft.
Special Attacks: Distraction
Special Qualities: Darkvision 60 ft., feed, immune to weapon damage, swarm traits
Saves: Fort +9, Ref +12, Will +9
Abilities: Str 1, Dex 16, Con 11, Int 3, Wis 10, Cha 1
Skills: Jump +9, Listen +13, Spot +13
Feats: Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes
Environment: Temperate aquatic
Organization: Solitary or colony (2–5)
Challenge Rating: 5
Treasure: None
Alignment: Always chaotic evil
Advancement: None
Level Adjustment: —

A glistening school of of ebony tadpoles turns the water black as it swims closer.

The product of the union of a male black dragon and several kuo-toan females, the draconic fingerlings that make up this swarm will eventually grow up to become half-dragon kuo-toas. Until they develop limbs and grow much larger, they swim about in great schools, looking for food.

COMBAT

A draconic fingerling swarm seeks to surround and eat any living creature it finds in the water. If a meal flees, they give chase, even leaping out of the water briefly to bring down their prey. The swarm deals 2d6 points of damage plus 1d6 points of acid damage to any creature whose space it occupies at the end of its move.

Distraction (Ex): Any living creature that begins its turn with draconic fingerling swarm in its space must succeed at a DC 15 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Feed (Ex): When a draconic fingerling swarm slays an opponent, it can feed on the corpse, dissolving and devouring the corpse as a full-round action. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. For every 3 Hit Dice the victim had, the draconic fingerling swarm gains an inherent +1 bonus to its Constitution score. The draconic fingerling swarm ignores living opponents if there's a suitable corpse to feed on within 30 feet.

Skills: A draconic fingerling swarm has a +4 racial bonus on Jump checks, which it uses to leap above the surface of the water to reach prey.

David Noonan is a designer/developer for Wizards of the Coast. He wrote parts of Manual of the Planes and the forthcoming Complete Warrior, and he helped revise the new edition of the Dungeon Master's Guide. He lives in rural Washington state with his wife and son.

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Starships of the Galaxy

Vanguard-class Heavy Assault Gunship

Cartography and Text by Christopher West,
Illustration by Jeff Carlilse

STAR WARS
ROLEPLAYING GAME

Packed with a disturbingly heavy payload, the *Vanguard*-class heavy assault gunship was designed by the Corellian Engineering Corporation to serve alternately as a capital-ship-busting fighter/bomber or a long-range tactical assault craft. The vessel, which was built with redundant backup systems to help keep it in a fight after taking heavy damage, is equipped with a modest-but-effective hyperdrive to enable hit-and-run strikes against remote targets across the galaxy.

Although the design itself is quite solid, the model failed to catch any lasting popularity in the intergalactic marketplace due to a key logistical problem—the inclusion of several redundant systems and an overabundance of heavy weapons mandated a crew complement of at least six personnel for peak efficiency. An additional six crewmembers are required to man all of the backup stations simultaneously. The need for such a large crew became a huge liability for a vessel built to undertake the most dangerous (and often suicidal) assignments. Military buyers questioned the logic of risking twelve lives aboard one ship when those same individuals could be used to launch a squadron of several smaller fighters and bombers. As a secondary problem, the ship's low maneuverability leaves it vulnerable to enemy fightercraft. To counter this, the gunship typically requires a fighter escort of its own...something that limits its effectiveness on the same long-range missions for which it was intended.

While the *Vanguard* design may not have gotten the attention it deserved when it entered the market during the decline the Old Republic, it later developed quite a loyal following. Throughout the height of the Empire and in the years that follow, the aging ships can often be found in the planetary defense fleets of Outer Rim territories and in the service of several high-profile crime syndicates that use *Vanguards* to attack rival interests.

Corellian Engineering Corporation *Vanguard*-class Heavy Assault Gunship

Class: Fighter
Size: Small (47 meters)
Hyperdrive: ×2 (backup *14)
Passengers: 6
Cargo Capacity: 220 kg
Consumables: 2 weeks
Cost: 115,700 (new), 69,500 (used)
Crew: 6 (Skilled +4)
Initiative: +3 (+1 size, +4 crew)
Maneuver: +0
Defense: 21 (+1 size, +10 armor)
Shield Points: 60 (DR 10)
Hull Points: 160 (DR 10)
Maximum Speed in Space: Attack (6 squares/action)
Atmospheric Speed: 1,000 km/h (17 squares/action)
Weapon: Turbolasers (2 fire-linked); **Fire Arc:** Front; **Attack Bonus:** +8 (+1 size, +2 crew, +5 fire control); **Damage:** 4d10*5; **Range Modifiers:** PB +0, S -2, M -4, L n/a.
Weapon: Blaster Cannons (2 fire-linked); **Fire Arc:** Turret; **Attack Bonus:** +8 (+1 size, +2 crew, +5 fire control); **Damage:** 5d10*2; **Range Modifiers:** PB +0, S -2, M -4, L n/a.
Weapon: Proton torpedo launchers (4, 8 missiles each); **Fire Arc:** Front; **Damage:** 9d10*2; **Missile Quality:** Ordinary (+10).

Compartment Key

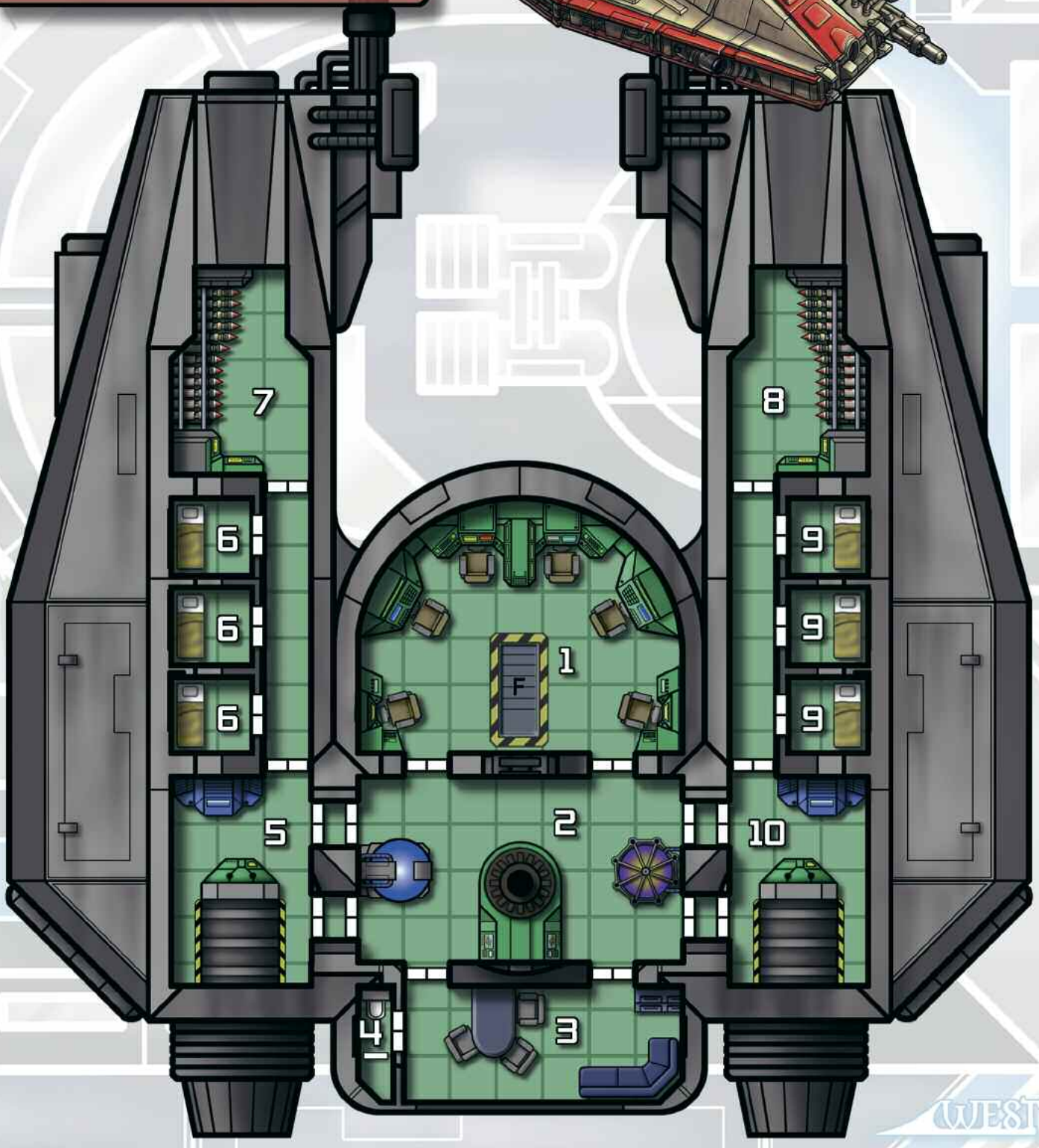
1. **Command Deck:** This chamber contains the nerve center of the gunship. Six control stations allow all ship systems to be monitored and operated from the bridge: The pilot and mission commander occupy the foremost seats next to the fire control specialists, while the aft stations link into the power and propulsion systems. An extendable boarding ramp descends from a hatch in the floor to allow entrance and egress.
2. **Main Engineering:** Some of the gunship's most vital systems reside in this compartment, including the power generator and impact-reinforced hyperdrive. Turret actuator machinery connects to the ship's dorsal turbolaser through the ceiling, and backup targeting computers allow the weapon to be aimed and fired from this post if the stations on the command deck are damaged or ionized.
3. **Crew Lounge:** This small lounge contains a modest entertainment center to offer the crew some distraction during lengthy hyperspace voyages. The limited dining space requires the crew to eat in shifts, and the room doubles as a tactical planning area for the senior crewmembers. Consumables and other amenities are housed in ceiling compartments and beneath the lounge seats to conserve space.
4. **Refresher:** The small cleansing station in this tiny chamber is only marginally sufficient for a vessel with so many crewmembers. First aid supplies are stored here
5. **Port-side Engine Room:** An open access point allows technicians to climb around the ship's port-side sublight engine and facilitate emergency repairs, while a control console enables the engine to be operated locally. Networked to its mate in area 10, this computer can be used to pilot the ship in the event of an emergency. Also located in this area is the port-side deflector shield generator.
6. **Port-side Crew Cabins:** Unlike most ships of war, the *Vanguard*-class gunship provides private cabins for each member of the crew. Practical or not, the ship's high risk assessment suggested to the designers that the crew would require private space to prepare, mentally, for the dangers ahead. In actual practice, these rooms see little use aside from sleep... crewmembers usually socialize on the command deck or lounge to stay sharp for battle. On occasions when the ship needs to transport a larger crew, each bed can be converted into a double-bunk for added accommodations.
7. **Port-side Weapon Chamber:** The launching racks of this chamber are loaded with a staggering array of 16 proton torpedoes that can be diverted to either of two connected port-side launch tubes. This system, like its twin in area 8, typically fires a volley from one tube each round while the loading mechanism arms the other, but all tubes can be pre-armed before entering combat, allowing the gunship to fire four proton torpedoes simultaneously on the first round.
8. **Starboard-side Weapon Chamber:** These facilities are identical to those found in area 7. Both chambers also include backup computers that allow the torpedo tubes and fixed-mount turbolasers to be fired locally. On rare occasions, these ships have been modified to fire concussion missiles instead of the standard payload of torpedoes from one or both of these chambers. Such vessels are exceptionally rare and prone to jammed loading systems, but can hide an unexpected punch.
9. **Starboard-side Crew Cabins:** These cabins are identical to those on the port side. (area 6)
10. **Starboard-side Engine Room:** This section mirrors its counterpart on the port side (area 5) in design and function.

Corellian Engineering Corporation
Vanguard-Class Heavy Assault Gunship

KEY

1 square = 2 meters

1. Command Deck
2. Main Engineering
3. Crew Lounge
4. Refresher
5. Port-side Engine Room
6. Port-side Crew Cabins
7. Port-side Weapon Chamber
8. Starboard-side Weapon Chamber
9. Starboard-side Crew Cabins
10. Starboard-side Engine Room



Where were the nay-sayers now? Those who had claimed Doktor Zenith's Resurrection Formula would not work would surely tremble at the sight of the horrific form of Überschrek 23!

Pulp Heroes Goes d20 Modern

Written by David Noonan and illustrated by Michael Kaluta, Richard Pace, and Leanne Buckley

E.D. MONA, ESQ. *Editor* J.L. WILSON, *Publisher*

The *Pulp Heroes* d20 Mini-Game (*Dungeon* #90) is an ancestor of the *d20 Modern Roleplaying Game*, bringing the d20 rules to bear on such twentieth-century situations as vehicle chases, inventions, and the complexities of modern finances. But *d20 Modern* pushed the envelope farther, adding basic and advanced classes, occupations, and action points—all of which fit the pulp era perfectly.

Now you can have your cake and eat it too; here's all the rules you need to update your *Pulp Heroes* game to use the *d20 Modern* rules as its engine. You'll find updated classes, a few new occupations and feats, and new guns and vehicles to make your fights and chases even more exciting.

Enjoy, and if you're the GM, remember the immortal words of Raymond Chandler: "When in doubt, have a man come through the door with a gun in his hand."

Classes

The following class descriptions convert the base classes of the *Pulp Heroes* Mini-Game into advanced classes for *d20 Modern*. Beginning characters in a *Pulp Heroes* game should start with one of the six base classes described in Chapter 1: Characters in the *d20 Modern* rulebook, then multiclass into an advanced class when they meet the requirements to do so.

Several of the other advanced classes in the *d20 Modern* rulebook are appropriate for a *Pulp Heroes* game, especially the Gunslinger, Daredevil, Infiltrator, Personality, Mage, Acolyte, and Occultist. Characters in a *Pulp Heroes* game tend to make many more saving throws than in many other *d20 Modern* campaigns, however. Accordingly, the advanced classes presented below provide above-average saving throw bonuses.

Explorer

They're the first to go anywhere—from the highest mountains to the center of the earth. Relying on unparalleled bravery and experience gleaned on all seven continents, the Explorer is always seeking out new adventures. Explorer characters might go to the fabled Valley of the Dinosaurs, delve deep into an ancient Mayan ziggurat, or tangle with Nazi scientists over antiquities infused with ancient power.

Select this advanced class if you want to put your ingenuity to the test. You'll have a wide array of skills and the guts to get you through a tough spot.

The fastest path into this advanced class is from the Dedicated hero basic class, though other paths are possible.

Requirements

To qualify to become an Explorer, a character must fulfill the following criteria:

Base Attack Bonus: +2.

Skills: Spot 4 ranks, Survival 6 ranks.

Feat: Guide.

Class Information

The following information pertains to the Explorer advanced class.

Hit Die: 1d8.

Action Points: 6 + one-half character level.

Class Skills: The Explorer's class skills are as follows: Balance (Dex), Climb (Str), Craft (Int), Decipher Script (Int), Disable Device (Int), Drive (Dex), Gather Information (Cha), Handle Animal (Cha), Hide (Dex), Jump (Str), Knowledge (all) (Int), Listen (Wis), Move Silently (Dex), Navigate (Int), Pilot (Dex), Profession (Wis), Read/Write Language (none), Ride (Dex), Search (Int), Speak Language (none), Spot (Wis), Survival (Wis), Swim (Str), Treat Injury (Wis).

Skill Points at Each Level: 7 + Int modifier.

Class Features

All of the following are class features of the Explorer advanced class:

Track: The Explorer gains Track as a bonus feat.

TABLE 1–01: THE EXPLORER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+2	+2	+0	Track	+1	+2
2nd	+1	+3	+3	+0	Trailblazing, sweep	+2	+2
3rd	+2	+3	+3	+1	Endurance, bonus language	+2	+2
4th	+3	+4	+4	+1	Bonus feat	+3	+3
5th	+3	+4	+4	+1	Uncanny dodge 1	+4	+3
6th	+4	+5	+5	+2	Bonus language	+4	+3
7th	+5	+5	+5	+2	Skill mastery	+5	+4
8th	+6	+6	+6	+2	Bonus feat	+6	+4
9th	+6	+6	+6	+3	Bonus language	+6	+4
10th	+7	+7	+7	+3	Sidekick	+7	+5

Reginald cursed the one-eyed gypsy who'd sold him the blood-stained treasure map.
"When I get back to land," he gasped between gulps of salty ice-cold sea air, "there will be Hell to pay!"

Trailblazing: The Explorer can discern the best route through unfamiliar or rugged terrain. When traveling in poor weather conditions or difficult terrain, the Explorer can make a Survival check to save travel time.

With a check result of of 15 or better, the Explorer reduces the total travel time by 25%. With a 25 or better, the time is reduced by 50%. The Explorer can take 10 on this check, but she can't take 20. This ability applies only to long-term travel, not tactical movement.

Travel time is reduced for everyone traveling in the immediate vicinity of the Explorer. An entire expedition caravan of supplies can benefit from an Explorer's trailblazing. Travelers following the Explorer, however, don't benefit and must pass through the terrain normally.

Sweep: An Explorer knows how to size up an area and get the lay of the land in a single sweep of her eyes that often isn't perceptible to those around her. This sweep provides a +4 circumstance bonus on Spot checks and covers an area out to 30 feet away from the Explorer (but not behind her). The Explorer can use this bonus at the start of an encounter to look for obvious enemies, alarms, traps, escape routes, and any objects of historical or anthropological interest.

Anything not concealed can be spotted in a sweep with a successful check (DC 10). The DC for concealed or less obvious threats is equal to their Hide check result.

Endurance: The Explorer gains the Endurance feat for free at 3rd level.

Bonus Language: At 3rd level and every third level thereafter, the Explorer learns a new language from her travels. The Explorer can both speak the new language and read it if it has a written form.

Bonus Feats: At 4th and 8th level, an Explorer gets a bonus feat. The bonus feat must be selected from the following list, and the Explorer must meet all the prerequisites of the feat to select it.

Aircraft Operation, Alertness, Animal Affinity, Cautious, Educated, Exotic Melee Weapon Proficiency, Renown, Studious, Vehicle Expert, Force Stop, Vehicle Dodge, Windfall.

Uncanny Dodge 1: The Explorer retains her Dexterity bonus to Defense regardless of being caught flat-footed or struck by a hidden attacker. (She still loses her Dexterity bonus to Defense if she's immobilized). The Explorer need not have the evasion class feature to have uncanny dodge. If the character already has uncanny dodge 1 from another source (such as the Fast hero's defensive talent tree), she gains uncanny dodge 2 instead.

Skill Mastery: At 7th level, an Explorer selects a number of skills from her class list equal to 3 + her Intelligence modifier. When making a skill check using one of these skills, the Explorer may take 10 even if stress and distractions would normally prevent her from doing so. She becomes so accomplished in the use of these skills that she can use them reliably even under adverse conditions.

Sidekick: At 10th level, an Explorer gains the Sidekick feat (described in the *Pulp Heroes* rules) for free.

TABLE 1–02: THE GANGSTER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+1	+2	+0	Sneak attack +1d6, infamy	+1	+1
2nd	+1	+2	+3	+0	Underworld contact	+1	+1
3rd	+2	+2	+3	+1	Opportunist	+2	+1
4th	+3	+2	+4	+1	Sneak attack +2d6, underworld contact	+2	+2
5th	+3	+3	+4	+1	Bonus feat	+3	+2
6th	+4	+3	+5	+2	Underworld contact	+3	+2
7th	+5	+4	+5	+2	Sneak attack +3d6	+4	+3
8th	+6	+4	+6	+2	Underworld contact	+4	+3
9th	+6	+4	+6	+3	Crippling strike	+5	+3
10th	+7	+5	+7	+3	Sneak attack +4d6, underworld contact	+5	+4

Gangster

You work—or at least you used to work—for the mob. Whether you smuggled booze and guns from place to place, directed numbers and protection rackets, or put the enemies of the family "on ice," you've been on the wrong side of the law for a long time. Perhaps you're trying to go straight, or maybe you revel in staying one step ahead of the long arm of the law.

In a pulp setting, law and justice are rarely black-and-white cases of right and wrong. Many organized crime organizations were born in teeming tenements of immigrants, where they provided a rough sort of justice in the places official society ignored. Gangsters might adhere to their own code of honor better than the corrupt cops and wealthy industrialists determined to stamp them out.

Select this class if you want to be a wisecracking tough guy who thumbs his nose at authority. You'll be good in a fight, and you'll have skills that more reputable characters don't possess.

The fastest path into this advanced class is from the Tough hero basic class, though other paths are possible.

"Youse coming with me, dame!" the ham-fisted hood grunted, poking the cold steel revolver into her shapely neck.

Requirements

To qualify to become a Gangster, a character must fulfill the following criteria:

Base Attack Bonus: +2.

Skills: Intimidate 6 ranks.

Feat: Personal Firearms Proficiency.

Class Information

The following information pertains to the Gangster advanced class.

Hit Die: 1d8.

Action Points: 6 + one-half character level.

Class Skills: The Gangster's class skills are as follows.

Bluff (Cha), Craft (Int), Diplomacy (Cha), Disable Device (Int), Disguise (Cha), Drive (Dex), Escape Artist (Dex), Forgery (Int), Gamble (Wis), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Knowledge (streetwise) (Int), Move Silently (Dex), Sense Motive (Wis), Sleight of Hand (Dex).

Skill Points at Each Level: 7 + Int modifier.

Class Features

All of the following are class features of the Gangster advanced class:

Sneak Attack: Starting at 1st level, if a Gangster can catch an opponent who is unable to defend himself effectively, he can strike a vital spot for extra damage. Any time the gangster's target would be denied his Dexterity bonus to Defense, the gangster can make a sneak attack (whether the target actually has a Dexterity bonus or not). The Gangster also can sneak attack any opponent he flanks. Sneak attacks deal extra damage as noted on the table above.

Ranged attacks count as sneak attacks only if the target is within 30 feet. The gangster can't strike a vital area accurately beyond that range. Only targets with discernable anatomies are vulnerable to sneak attacks. In the Pulp Era, this is nearly everyone, but some strange ooze creatures and other horrid monsters may be immune to Gangsters' sneak attacks.

Infamy: Gangsters earn reputation as other characters do, but their reputations are infamous, inspiring fear rather than respect. In many cases the game effect is the same, but any reputation for positive, law-abiding activities during the course of play actually reduces the gangster's reputation (rather than increasing it) until a reputation of score of 0 is reached. At that point, the character earns and uses reputation normally.

Gangster characters also can increase their infamous reputation during play by doing noteworthy criminal things. Characters who simultaneously want the infamy of a gangster and a legitimate positive reputation should acquire the Secret Identity feat (described in the *Pulp Heroes* rules).

Underworld Contact: Every other level, the gangster develops a strong connection to an underworld figure of some importance. As long as the contact is treated well, the contact is completely loyal to the gangster and places his livelihood—but not his life—at risk if asked. The underworld contact has a Helpful attitude toward the character (as described in the Diplomacy skill description in the *d20 Modern* rulebook).

Usually a contact is a member of the underworld, but it's possible to have a cop on the take as a contact or a girlfriend who works in City Hall's records division. Other possible underworld contacts include black marketeers, bootleggers, captains of organized crime families, illicit gunsmiths, safecrackers, forgers, and higher-ups in any crime syndicate.

Opportunist: The Gangster can spend 1 action point to use this class feature. Once the point is spent, he can make an attack of opportunity against an opponent who has just been struck for damage in melee by another character. This attack counts as the Gangster's attack of opportunity for that round. Even a Gangster with the Combat Reflexes feat can't use this class feature more than once per round.

Bonus Feat: At 5th level, a Gangster gets a bonus feat. The bonus feat must be selected from the following list, and the Gangster must meet all the prerequisites of the feat to select it.

Alertness, Brawl, Improved Brawl, Knockout Punch, Improved Knockout Punch, Streetfighting, Improved Feint, Confident, Deceptive, Drive-By Attack, Frightful Presence, Low Profile, Quick Draw, Renown, Stealthy, Windfall.

Crippling Strike: A Gangster with this class feature can sneak attack opponents with such precision that his blows weaken and hamper them. An opponent damaged by one of his sneak attacks also takes 2 points of Strength damage. Ability points lost to damage return on their own at the rate of 1 point per day for each damaged ability.

Martial Artist

The *Pulp Heroes* Martial Artist functions exactly like the Martial Artist described in Chapter 6: Advanced Classes of the *d20 Modern* rulebook, except that her saving throws are better.

TABLE 1–03: THE MARTIAL ARTIST (PULP HEROES)

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+1	+0	+2	+1	Living weapon 1d6	+1	+0
2nd	+2	+0	+3	+2	Flying kick	+2	+0
3rd	+3	+1	+3	+2	Bonus feat	+2	+0
4th	+4	+1	+4	+2	Living weapon 1d8	+3	+0
5th	+5	+1	+4	+3	Iron fist (one attack)	+4	+1
6th	+6	+2	+5	+3	Bonus feat	+4	+1
7th	+7	+2	+5	+4	Flurry of Blows	+5	+1
8th	+8	+2	+6	+4	Living weapon 1d10	+6	+1
9th	+9	+3	+6	+4	Bonus feat	+6	+2
10th	+10	+3	+7	+5	Iron fist (all attacks)	+7	+2

TABLE 1–04: THE MYSTIC

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+1	+2	Psionic skills, psionic powers	+0	+1
2nd	+1	+0	+2	+3	Trigger power, psionic powers	+1	+1
3rd	+1	+1	+2	+3	Bonus feat, psionic powers	+1	+1
4th	+2	+1	+2	+4	Power crystal, psionic powers	+1	+2
5th	+2	+1	+3	+4	Trigger power, psionic powers	+2	+2
6th	+3	+2	+3	+5	Bonus feat, psionic powers	+2	+2
7th	+3	+2	+4	+5	Combat manifestation, psionic powers	+2	+3
8th	+4	+2	+4	+6	Trigger power, psionic powers	+3	+3
9th	+4	+3	+4	+6	Bonus feat, psionic powers	+3	+3
10th	+5	+3	+5	+7	Maximize power, psionic powers	+3	+4

Mystic

The *Pulp Heroes* Mystic is identical to the Telepath advanced class described in Chapter 9: Campaign Models of the *d20 Modern* rulebook, except that his saving throws are better.

Private Eye

The Investigator class described in Chapter 6: Advanced Classes of the *d20 Modern* rulebook is the equivalent to the *Pulp Heroes* Private Eye advanced class, except that the Private Eye has better saving throws and access to different bonus feats.

Bonus Feats: At 3rd, 6th, and 9th level, the Private Eye gets a bonus feat. The bonus feat must be selected from the following list, and the Private Eye must meet all the prerequisites of the feat to select it.

Advanced Firearms Proficiency, Brawl, Defensive Martial Arts, Dodge, Double Tap, Educated, Find Clue, Knockout Punch, Obscure Knowledge, Personal Firearms Proficiency, Point Blank Shot.

Scientist

You are a man—or woman—of science! But your research has very little to do with publishing papers in academic journals, using a slide rule to double-check your formulas, or barricading yourself in a dingy laboratory. You research topics by building fantastic machines and testing them in the field. Sometimes the best way to find out what nega-rays do is to aim them at Nazi-bred dinosaurs.

Select this advanced class if you want to be on the cutting edge of Pulp Era science. If you want to invent your own ray gun, invisibility cloak, or force-field projector, the scientist is the advanced class for you.

The fastest path into this advanced class is from the Smart hero basic class, though other paths are possible.

Requirements

To qualify to become a Scientist, a character must fulfill the following criteria:

Skills: Craft (chemical) or Craft (electronic) 6 ranks, Knowledge (technology) 6 ranks, Research 6 ranks.

Class Information

The following information pertains to the Scientist advanced class.

Hit Die: 1d6.

Action Points: 6 + one-half character level.

Class Skills: The Scientist's class skills are as follows.

Craft (chemical, electronic, mechanical, pharmaceutical) (Int), Decipher Script (Int), Demolitions (Int), Disable Device (Int), Drive (Dex), Investigate (Int), Knowledge (behavioral sciences, earth and life sciences, physical sciences, technology) (Int), Navigate (Int), Pilot (Dex), Profession (Wis), Read/Write Language (none), Research (Int), Search (Int), Speak Language (none).

Skill Points at Each Level: 7 + Int modifier.

Class Features

All of the following are class features of the Scientist advanced class:

Discoveries Made: The table above lists how many discoveries a Scientist has made at each level, like FX abilities, discoveries come in levels 0–5, so a 1st-level Scientist has made five 0-level

TABLE 1–05: THE PRIVATE EYE

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+1	+0	+2	Profile	+1	+1
2nd	+1	+2	+0	+3	Contact, low-level	+1	+1
3rd	+2	+2	+1	+3	Bonus feat	+2	+1
4th	+3	+2	+1	+4	Nonlethal force	+2	+2
5th	+3	+3	+1	+4	Contact, mid-level	+3	+2
6th	+4	+3	+2	+5	Bonus feat	+3	+2
7th	+5	+4	+2	+5	Discern lie	+4	+3
8th	+6	+4	+2	+6	Contact, high-level	+4	+3
9th	+6	+4	+3	+6	Bonus feat	+5	+3
10th	+7	+5	+3	+7	Sixth sense	+5	+4

TABLE 1–06: THE SCIENTIST

Class Level	Base Attack Bonus	Fort	Ref	Will	Special	Defense Bonus	Reputation Bonus	Discoveries Made
1st	+0	+1	+0	+2	Scientific improvisation	+0	+0	5/2
2nd	+1	+2	+0	+3	—	+1	+0	5/3
3rd	+1	+2	+1	+3	—	+1	+1	6/3/1
4th	+2	+2	+1	+4	Class feature	+1	+1	6/4/2
5th	+2	+3	+1	+4	—	+2	+1	7/4/2/1
6th	+3	+3	+2	+5	—	+2	+2	7/5/3/2
7th	+3	+4	+2	+5	Class feature	+2	+2	8/5/3/2/1
8th	+4	+4	+2	+6	—	+3	+2	8/5/4/3/2
9th	+4	+4	+3	+6	—	+3	+3	9/5/4/3/2/1
10th	+5	+5	+3	+7	Class feature	+3	+3	9/5/5/4/3/2

discoveries and two 1st-level discoveries. Each discovery duplicates a mage or acolyte spell (described in Chapter 10: FX Abilities in the *d20 Modern* rulebook). At each successive level, the scientist makes further discoveries, both among levels he already knows and eventually higher-level discoveries.

But discoveries are just theories that work on paper. To put a discovery into action, the Scientist must build an invention that incorporates the discovery. To do so, the Scientist expends (discovery level * Scientist class level * 30) XP and devotes (discovery level * scientist level * 5 days) to the task. Richer characters can complete their inventions faster because they have better laboratories and equipment. A DC 20 Wealth check gets the job done in (discovery level * scientist level * 4 days), a DC 25 Wealth check gets it done in (discovery level * scientist level * 3 days), and a DC 30 Wealth check gets it done in (discovery level * scientist level * 2 days). Scientists can further reduce the cost of their inventions by lowering their Scientist level for purposes of invention construction, but doing so locks the lower Scientist level into the invention.

Once the Scientist spends the time and XP (and possibly Wealth), the invention is fully operational. It'll function for 50 uses before something goes wrong—it short-circuits, its power core needs replacing, or its crystal targeters shatter. It can't be repaired, but the Extend Invention feat lets characters create inventions that don't wear out or break down.

In general, only the Scientist can operate his inventions, because the high-tech equipment of the Pulp Era requires delicate adjustments and complicated controls to function properly. Scientists with the Simplify Invention feat can construct inventions that other characters can use.

Inventions tend to be somewhat bulky, weighing 10 pounds per level of the discovery. Held, carried, or worn inventions typically take up two body slots, chosen from the list in Chapter 10: FX Abilities of the *d20 Modern* rulebook. The GM is the arbiter of which body slots are reasonable for each invention.

Scientific Improvisation: At 1st level, a Scientist gains the ability to improvise solutions using common objects and his scien-

Montengro was pleased. Within hours the imps would swarm the entire city, bringing chaos and fear to it's unwitting citizens.

tific knowledge. This ability lets him create objects in a dramatic situation quickly and cheaply, but that have a limited duration.

By spending 1 action point and combining common objects with a Craft check that corresponds to the function desired, the Scientist can build a tool or device to deal with any situation. The DC for the Craft check is equal to 5 + the purchase DC of the object that most closely matches the desired function. So, to improvise a single-use weapon that deals the same damage at the same range as a Browning BAR machine gun, the DC of the Craft (mechanical) check is 26 (5 + 21).

Only objects that can normally be used more than once can be improvised. For example, a Scientist can't use scientific improvisation to build an explosive, because that's normally an object that's usable only once.

Special tools, weapons, mechanical devices, and more can be built with scientific improvisation. It takes a full-round action to make an object with scientific improvisation. The object, when put into use, lasts for a number of rounds equal to the Scientist's class level, or until the end of the current encounter, before it breaks down. It can't be repaired.

Class Feature: At 4th, 7th, and 10th level, a Scientist may choose one class feature from the following list.

Major Breakthrough: The Scientist receives credit for a major scientific breakthrough that earns him the recognition of his peers. The Scientist chooses one of the following Knowledge skills: behavioral sciences, earth and life sciences, physical sciences, or technology. When dealing with others with at least 1 rank in the same Knowledge skill, the Scientist gains a +4 bonus on Reputation checks. When dealing with someone with at least 1 rank in any of the Knowledge categories above, the Scientist gains a +2 bonus on Reputation checks.

This major breakthrough also provides the Scientist with a +5 Wealth bonus increase.

Extreme Machine: If a machine has mechanical or electronic components, the Scientist can soup it up to get maximum performance. By spending 1 action point and making a Craft (mechanical) check, the Scientist can temporarily improve a machine's performance—at the risk of causing the machine to need repairs later. The DC for the Craft check depends on the type of improvement being made, as shown on the table below.

Improvement	Craft DC	Repair Chance (d%)
Ranged weapons		
+1 on damage	15	01–25
+2 on damage	20	01–50
+3 on damage	25	01–75
+5 ft. to range increment	15	01–25
+10 ft. to range increment	25	01–50
Vehicles		
+1 on initiative checks	20	01–25
+1 to maneuver	25	01–50
+2 to maneuver	30	01–75
+10 ft. to top speed	20	01–25
+20 ft. to top speed	25	01–50
+30 ft. to top speed	30	01–75

Agent G-5 only had moments left before Hauptmann Heinrich's nucleonic atomizer would blow, destroying not only Hamburg, but G-5's girlfriend, Rachelle, as well.

The Scientist performs the extreme modifications in 1 hour. He can't take 10 or take 20 on this check. If the check succeeds, the effect of the improvement lasts for a number of minutes equal to his Scientist class level, beginning when the object is first put into use. The Scientist selects the single improvement he wants to make prior to making the check. After the duration of the effect ends, the machine reverts to its previous state and a repair chance percentile roll is made. The result of this roll indicates whether the machine requires repairs before it can be used again.

Smart Defense: Using his brains as well as his dexterity, a Scientist applies his Intelligence modifier and his Dexterity modifier to his Defense. Any situation that would deny the Scientist his Dexterity bonus to Defense also denies the Intelligence bonus.

Smart Survival: A Scientist has an uncanny knack for survival that combines resourcefulness, intelligence, and a degree of luck. By spending 1 action point, the Scientist plays it smart and reduces the damage dealt by a single attack or effect by 5 points.

Smart Weapon: The world outside the laboratory is a dangerous place, and a Scientist learns that protecting himself is as important as research and study. The Scientists select one weapon that his is proficient in and can use with one hand. With the selected weapon, the Scientist can use his Intelligence modifier instead of his Strength or Dexterity modifier on attack rolls.

Bonus Invention Feat: The scientist gains a feat for free, which must be chosen from the following list: Durable Invention, Extend Invention, Improvised Invention, Mass-Produce Invention, Miniature Invention, or Simplified Invention. Invention feats are described in the *Pulp Heroes* rules.

Soldier

The *Pulp Heroes* version of the Soldier is exactly like the Soldier class described in Chapter 6: Advanced Classes of the *d20 Modern* rulebook, except that his attack bonus and saving throws are better.

Starting Occupations

The origins described in the *Pulp Heroes* rules are easily converted into *d20 Modern's* occupations. In many cases, the starting occupations are better than similar starting occupations in *d20 Modern*, but that's an appropriate incentive for a player to develop a "pulpy" background for his or her character.

Any of the occupations in the *d20 Modern* rulebook can be used in a Pulp Era game with no modifications.

All-American

All-American characters are varsity college athletes, firefighters, enlisted soldiers, and other "Mom-and-apple-pie" types who find themselves thrusted into the danger and weirdness that is a Pulp Era adventure. They tend to adapt quickly to new situations. The occupation name is All-American, but a "True Frenchman" occupation would look exactly the same—the occupation covers patriotic, middle-class citizens of any country.

Prerequisite: Age 18+.

Skills: Choose any three skills as permanent class skills. If you choose a skill that you already have as a class skill, you receive a +1 competence bonus on that skill instead.

Wealth Bonus Increase: +2.

Aristocrat

The aristocrat occupation is an amped-up version of *d20 Modern's* dilettante starting occupation. It features an expanded skill list and a better reputation bonus increase. Wealth is rare enough in the Pulp Era that it comes with a measure of celebrity, unlike the modern world which generally requires talent or bizarre behavior to achieve celebrity.

Prerequisite: Age 18+.

Skills: Choose one of the following skills as permanent class skills. If the skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Diplomacy, Gamble, Intimidate, Knowledge (current events or popular culture), Perform (any), Ride, or add a new Speak Language.

Reputation Bonus Increase: +2.

Wealth Bonus Increase: +6.

Cloistered

The cloistered occupation is designed for characters who grew up in Himalayan mountain fortresses,

TABLE 1–07: THE SOLDIER *(PULP HEROES)*

Class Level	Base Attack Bonus	Fort	Ref	Will	Special	Defense Bonus	Reputation Bonus
1st	+1	+2	+1	+0	Weapon Focus	+1	+0
2nd	+2	+3	+2	+0	Weapon specialization	+1	+0
3rd	+3	+3	+2	+1	Bonus feat	+2	+0
4th	+4	+4	+2	+1	Tactical aid	+2	+0
5th	+5	+4	+3	+1	Improved critical	+3	+1
6th	+6	+5	+3	+2	Bonus feat	+3	+1
7th	+7	+5	+4	+2	Improved reaction	+4	+1
8th	+8	+6	+4	+2	Greater weapon specialization	+4	+1
9th	+9	+6	+4	+3	Bonus feat	+5	+2
10th	+10	+7	+5	+3	Critical strike	+5	+2

hidden Vatican chapels, and other places separated from society at large. Often the wards of a secret society, cloistered characters benefit from rigorous training, but often know little about the outside world.

Prerequisite: Age 22+.

Skills: Choose two of the following skills as permanent class skills. If a skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Concentration, Decipher Script, Knowledge (arcane lore, art, behavioral sciences, history, or theology and philosophy), Research, Sense Motive.

Bonus Feat: Select one of the following: Acrobatic, Archaic Weapons Proficiency, Athletic, Blind-Fight, Combat Martial Arts, Creative, Defensive Martial Arts, Educated, Exotic Melee Weapon Proficiency, Focused, Nimble, Stealthy, Studious.

Wealth Bonus Increase: +2.

Cosmopolitan

The cosmopolitan occupation represents world travelers—people who've been there, done that, and never did get used to the spiciness of the curry. Many are wealthy, but others saw the world because their parents were diplomats or are accomplished stowaways.

Prerequisite: Age 25+.

Skills: Choose two of the following skills as permanent class skills. If a skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Bluff, Drive, Gamble, Gather Information, Knowledge (civics, current events, or history), Navigate, Survival.

Bonus Feat: Select one of the following: Attentive, Confident, Educated, Guide, Renown, Trustworthy.

Other: You speak, read, and write two other languages fluently, in addition to your native tongue.

Wealth Bonus Increase: +4.

On the Run

You're a fugitive being chased by law enforcement, a shadowy government agency, or a sinister but well-connected secret society. Perhaps you're wanted for a crime you didn't commit—or one you did. Whatever the reason for your fugitive status, you've developed skills that make you a tough quarry to catch.

Prerequisite: Age 20+.

Skills: Choose three of the following skills as permanent class skills. If a skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Bluff, Disguise, Escape Artist, Forgery, Gather Information, Hide, Knowledge (streetwise), Move Silently, Sense Motive.

Bonus Feat: Select one of the following: Brawl, Dodge, Low Profile, Personal Firearms Proficiency, or Stealthy.

Wealth Bonus Increase: +1.

Primitive

You hail from a far-off, exotic place such as the Australian Outback, the Amazon, or the dark continent of Africa. Modern conveniences such as telephones, automobiles, and radios are still somewhat puzzling to you. You may be a native of a primitive culture who somehow wound up in the big city. Or you might be a European or American who was raised by a hunter-gatherer culture (or animals like wolves or apes), then returned to civilization.

Prerequisite: Age 15+.

Skills: Choose three of the following skills as permanent class skills. If a skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Balance, Climb, Handle Animal, Jump, Survival, Swim.

Bonus Feats: Archaic Weapons Proficiency and Track.

Wealth Bonus Increase: +0.

Feats

The following feats supplement those in the *Pulp Heroes* game and the *d20 Modern* rules.

Find Clues

You have a knack for noticing things at a crime scene or other location of mystery.

Prerequisite: Search 6 ranks.

Benefit: If you merely pass within 5 feet of a clue to a crime or other mystery, you are entitled to a Search check to notice it as if you were actively looking for clues.

Normal: You must specifically search for clues (spending a full-round action to do so) to discover anything of interest.

Obscure Knowledge

You know and remember unusual bits of knowledge on a wide variety of topics. Your command of trivia sometimes comes in handy when other sources of information fail.

Prerequisite: Gather Information 6 ranks.

Benefit: You can make a special obscure knowledge check with a bonus equal to your character level + your Intelligence modifier to see whether you know anything relevant about people, items, or places. This check won't reveal the identity of a killer, but it might give a hint to his identity. You can't take 10 or take 20 on this check, and the check can be made only once per subject.

The GM determines the DC of the obscure knowledge check on the following table:

DC	Type of Knowledge (Examples)
10	Common, known by at least a substantial minority of the locals. (The mayor's reputation for drinking; folk lore about a local haunted house.)
20	Uncommon but available; known to only a few locals. (A local priest's shady past; rumors about a powerful corporation.)
30	Obscure; known to only a few people anywhere. (An industrialist's family history; rumors about an ordinary organization.)
40	Extremely obscure; known to very few or forgotten completely. (The history of an ordinary building; why the industrialist's last word was "Rosebud.")

Normal: Depending on the information sought, a particular category of the Knowledge skill might also allow a check.

Equipment

Melee weapons haven't changed much over the years, so you can use the melee weapons described in *d20 Modern* in your *Pulp Heroes* game without modification. The archaic weapons also function as described in the *d20 Modern* rulebook.

But the firearms and vehicles described in *d20 Modern* are too modern for a Pulp Era game. Below are weapons appropriate to the time period. Given the bewildering array of weapons available during the first half of the twentieth century, it's easiest to just use categories of weapon, because the differences between two similar medium pistols don't matter at the gaming table. In each case, the weapon listing includes one or two specific weapons that are representative of the category. ●

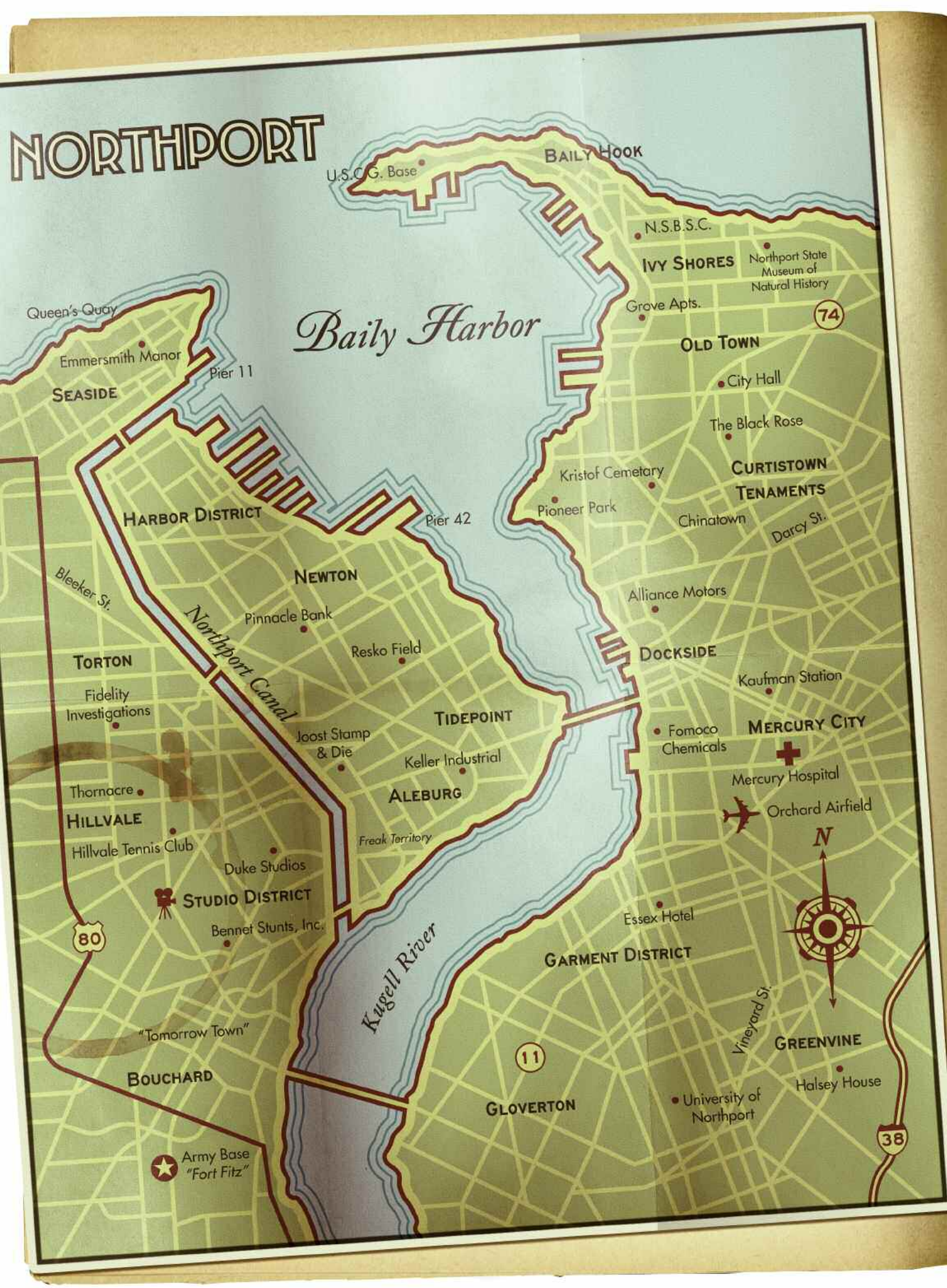
FIREARMS

Weapon	Damage	Critical	Damage Type	Range Increment	Rate of Fire	Magazine	Size	Weight	Purchase DC	Restriction
Handguns[1]										
Heavy Pistol (Colt .45)	2d8	20	Ballistic	30 ft.	S	7 box	Small	3 lb.	15	Lic (+1)
Medium Pistol (Luger)	2d6	20	Ballistic	30 ft.	S	8 box	Small	3 lb.	17	
Light Pistol (Baretta)	2d4	20	Ballistic	30 ft.	S	7 box	Small	1 lb.	14	Lic (+1)
Revolver (.38 Special)	2d6	20	Ballistic	30 ft.	S	6 cyl.	Small	2 lb.	14	Lic (+1)
Longarms[2]										
Rifle (Springfield or Mauser)	2d10	20	Ballistic	90 ft.	S	6 int.	Large	8 lb.	16	Lic (+1)
Shotgun	2d8	20	Ballistic	30 ft.	S	5 box	Large	9 lb.	15	Lic (+1)
Light Submachine Gun (M3 "grease gun")	2d6	20	Ballistic	30 ft.	S, A	30 box	Med	8 lb.	18	Res (+2)
Heavy Submachine Gun (Tommy gun)	2d6	20	Ballistic	50 ft.	S, A	30 box	Large	10 lb.	17	Res (+2)
Heavy Weapons[3]										
Light Machine Gun (Browning "BAR")	2d8	20	Ballistic	100 ft.	A	20 box	Huge	22 lb.	21	Mil (+3)
Medium Machine Gun (German MG34)	2d10	20	Ballistic	100 ft.	A	linked	Huge	30 lb.	22	Mil (+3)

1 (require the Personal Firearms Proficiency feat) 2 (require the Personal Firearms Proficiency feat) 3 (each requires a specific Exotic Firearms Proficiency feat)

VEHICLES

Name	Crew	Pass	Cargo	Init	Maneuver	Top Speed	Defense	Hardness	Hit Points	Size	Purchase DC	Restriction
Aircraft												
Trainer Biplane	1	1	100 lb.	–4	–4	400 (40)	6	4	30	G	36	Lic (+1)
Combat Biplane	1	1	50 lb.	–4	–4	425 (42)	6	4	40	G	39	Mil (+3)
Flying Clipper	2	18	10,000 lb.	–4	–4	540 (54)	4	4	60	C	43	Lic (+1)
Ground Vehicles												
Jalopy	1	3	275 lb.	–1	–1	180 (18)	9	5	26	L	25	Lic (+1)
Roadster	1	3	100 lb.	–2	+1	3960 (36)	8	5	32	H	32	Lic (+1)
Sedan	1	4	425 lb.	–2	+0	280 (28)	8	5	34	H	27	Lic (+1)
Luxury Sedan	1	5	350 lb.	–2	+0	320 (32)	8	5	34	H	34	Lic (+1)
Limousine	1	7	450 lb.	–4	–4	260 (26)	6	5	38	G	36	Lic (+1)
Motorcycle	1	1	0 lb.	–1	+1	360 (36)	10	5	22	M	18	Lic (+1)
Small Truck	1	1	5,000 lb.	–2	–2	235 (23)	8	5	36	H	30	Lic (+1)
Large Truck	1	1	30,000 lb.	–4	–4	235 (23)	6	5	44	G	34	Lic (+1)


NORTHPORT
U.S.C.G. Base
BAILY HOOK
N.S.B.S.C.
IVY SHORES
Northport State Museum of Natural History
Grove Apts.
74
Queen's Quay
Baily Harbor
Emmersmith Manor
Pier 11
SEASIDE
OLD TOWN
City Hall
The Black Rose
Kristof Cemetary
CURTISTOWN TENAMENTS
Pioneer Park
Chinatown
Darcy St.
HARBOR DISTRICT
Pier 42
Bleeker St.
NEWTON
Northport Canal
Pinnacle Bank
Alliance Motors
Resko Field
DOCKSIDE
TORTON
Kaufman Station
Fidelity Investigations
TIDEPOINT
Joost Stamp & Die
Fomoco Chemicals
MERCURY CITY
Keller Industrial
Mercury Hospital
Thornacre
ALEBURG
Orchard Airfield
HILLVALE
Freak Territory
N
Hillvale Tennis Club
Duke Studios
STUDIO DISTRICT
Essex Hotel
80
Bennet Stunts, Inc.
Kugell River
GARMENT DISTRICT
"Tomorrow Town"
Vineyard St.
GREENVINE
11
BOUCHARD
Halsey House
GLOVERTON
University of Northport
38
Army Base "Fort Fitz"

The Seedy Streets of Northport

Giving *Pulp Heroes* a Home

by David Noonan

Author of "Death Wears High Heels," "Six Bullets, Seven Madmen," etc.

Illustrated by Tom Fowler, Leo Morey, and Christopher Trevas

E.D. MONA, esq. *Editor* J.L. WILSON, *Publisher*

This is the city. It could be any city, really—or maybe it's all of them. It has the skyscrapers of New York City, the mansion-studded hills of Los Angeles, and a mob that would make Chicago proud. Northport's bright lights shine on wealthy industrialists, glamorous movie stars, and smiling politicians. In the shadows you'll find cold-hearted smugglers, Nazi spies, sophisticated jewel thieves, and vicious thugs who'd club their mothers senseless for a bottle of rye.

In countless university labs, scientists try to build the future itself, and the exhibit halls are full of the finds of a dozen archeological expeditions. The Northport police are so overwhelmed and corrupt that masked vigilantes prowl the streets, seeking justice by moonlight. And as always, when someone goes missing or a body gets found, there's a guy in a trenchcoat who'll tell you why for $50 a day, plus expenses.

Building Northport

Northport is just one possible location for a *Pulp Heroes* campaign, but you can just as easily set your game in any real-world city you like. Two advantages to using a real city are familiarity and ease of research. Your players won't require much explanation when you tell them they've been summoned to a movie studio in Hollywood, or that Al Capone's men were probably behind the recent jewel heists. It's probably a simple matter to find good maps for any major city (although be sure to erase those brand new sports stadiums, bridges, and superhighways).

If you choose a real city, don't tie yourself too tightly to what it was really like during the Pulp Era. Pulp writers themselves often wrote too quickly to have much time for research. The first Tarzan story, for example, has tigers in it, and tigers aren't native to Africa. And in any case, it's safe to assume that the *Pulp Heroes* NPCs who live in your town have used their amazing abilities to make some changes.

But if you choose a fictional city, you can make sure it has all the elements you want for your campaign. That's why we're building Northport as an example setting. No real-life city has Philip Marlowe's winding canyon roads and Indiana Jones' university classroom and the Thin Man's posh nightclubs and the mean streets where the Shadow and Batman prowl.

Trevas

Beyond Northport

One of the most exciting aspects of pulp adventures is the sense of travel. The magazines and dime novels of the 1920s and 1930s offered readers perhaps their only glimpse at the sands of Egypt, the jungles of the Amazon, or such exotic locales as Nepal, Antarctica, and Marrakesh.

If you're planning an ongoing *Pulp Heroes* campaign, take your characters beyond their home city periodically. Play up the difference between a grimy, workaday place like Northport and the wonders of the hidden mountain kingdom of Shambhala, for example. Doing so will make the gold-and-alabaster palaces, underground cavern-cities, and treasure-filled Mayan ruins seem all the more fantastic. And when the characters return to Northport, they'll get a strong sense of what a gritty, noir place it is.

Northport: An Overview

As with many cities of the time, Northport teems with neighborhoods and districts. The rich live one place, the poor live another, and the truly destitute gather wherever they can. Warehouses dot the harbor district, banks cluster near downtown, and the university sits atop green hills on the outskirts.

Old Town

The original downtown core, Old Town is the historic part of the city, with crumbling brick buildings and narrow streets. It's still an important center of commerce, although many of the largest companies have moved across the river to Newton.

WHO LIVES THERE: Large apartment buildings are mostly middle-class or working-class, but Old Town is primarily a place where you work, not live. If you stop people on the street and ask them their address, you'll find most live in Mercury City or Curtistown.

ATTRACTIONS: Kristof Cemetery is the city's largest, and while its riverfront landscaping is worth a trip during the day, high crime makes it a dangerous place at night. In addition to roving street gangs, more sinister shadows violate the tombs themselves to aid in mystic rituals or re-animation science.

Pioneer Park is the site of the original fort that protected the harbor back in colonial days. The wooden stockades and log cabins have been restored, and costumed guides describe frontier life in the 18th century. Some of the city fathers are pushing to turn Pioneer Park into a more modern amusement park.

City Hall takes up four city blocks, and it's a squat gothic building with mazelike corridors and nearly endless rooms of file cabinets and storage crates. Full of sallow, slouching bureaucrats and grasping politicians, it's a frequent place to meet a patron or do research. Finally, police headquarters and the courthouse are here, so those who run afoul of the law disappear into the warrens of City Hall's justice wing.

Newton

This is the city's bustling banking and business center, full of gleaming skyscrapers that compete for a view of Bailey Harbor and the ocean beyond.

WHO LIVES THERE: Apartments are available, but expensive. For rich executives who don't want the bother of an entire Highvale estate, a Newton penthouse is the next best thing.

ATTRACTIONS: The Pinnacle Bank building is the city's tallest skyscraper, an elegant, art-deco spire that stretches into the clouds. It's the geographic center of Newton and was the catalyst for the neighborhood's redevelopment a decade ago. Now it's actually one of the older buildings in the neighborhood, so it's lower-level offices have reasonable rents. The upper floors, however, are the most expensive office space in the city.

Resko Field is the city's multipurpose stadium, and it's full on most nights during football season (when the city's pro team and both college teams play) and the summer baseball season (if the Monarchs baseball team is in town). Bars and restaurants dominate the cityscape for blocks in every direction.

The federal government has its offices at McCulloch Place, a nearly featureless black skyscraper just a block away from the Pinnacle building. Most of the upper floors are heavily guarded and off-limits to the public. The FBI and other agencies with law enforcement roles have extensive offices here. Though the Pinnacle Building is taller, any city resident can confirm that the McCulloch Building casts a longer shadow.

Curtistown

This collection of tenements is one of the poorest neighborhoods in the city (only Aleburg is more destitute). Many immigrants find their first homes here, and they're quickly disillusioned by the crime and corruption they find here.

WHO LIVES THERE: Poor and working-class immigrants, who segregate themselves by nationality on a block-by-block basis. If you walk a dozen blocks in Curtistown, you'll hear a dozen languages. And if you run a dozen blocks in Curtistown at night, you'll hear screams in a dozen languages.

ATTRACTIONS: Below Darcy Street, a network of sewer tunnels leads improbably to a richly appointed throne room of sorts—the home of Cassius, the self-styled "Beggar Prince." Cassius has a network of winos, hobos, and panhandlers who assign territory and beat up "freelancers" who don't tithe to Cassius. The Beggar Prince has eyes and ears everywhere.

Chinatown is a world unto itself. Police don't go there unless called, and even then it's only to perform a perfunctory crime-scene investigation, cart away a body, and mark the case "unsolved" before they're back to the precinct station. But Chinatown is the most rigidly controlled part of the city, with gangs of expert martial artists ruthlessly enforcing the discipline of the shadowy Mr. Lo. Ultimately, everyone in Chinatown answers to Mr. Lo. Old-timers can recall their grandparents kowtowing to Mr. Lo a hundred years ago.

The Black Rose is a surprisingly nice restaurant on Allegrini Avenue, right on the border between Curtistown and Oldtown. The food is excellent, and the conversation is unfailingly subdued and polite. Lots of well-dressed local businessmen frequent the Black Rose, chatting with each other in the restaurant's main floor or using one of the upstairs conference rooms. The owner, Umberto Torquelo, replaces the front window glass and patches the round holes in the wall every few days after "misunderstandings" and "disagreements" among the local businessmen.

Ivy Shores

Northport State University dominates this tony neighborhood, whose gently curving streets wind among large white houses with impeccably manicured front lawns.

WHO LIVES THERE: College professors and white-collar workers in Oldtown make their homes in Ivy Shores. There's a small but bustling commercial strip that offers small apartments and boxy homes for students.

ATTRACTIONS: Northport State's Behavioral Science Center does a lot of work in experimental psychology and rehabilitation of the criminally insane. Accordingly, it has a "secure facility" that would put a prison to shame, where a variety of electronic,

pharmaceutical, and more esoteric techniques are used to turn hardened killers and criminal masterminds into productive members of society.

The Northport State Museum of Natural History has one of the finest collections of antiquities in the world. Its roving "acquisition coordinators" scour the globe for wonders in need of preservation, and its collection includes a number of pre-Columbian artifacts that mystic shamans used in various tribal rituals.

The Grove Apartments are among the most nondescript dwelling around campus. All the students who live there share a secret, however—they're part of the Nazi underground in the city, ordered to continue their official studies by day while they undergo Nazi combat training and indoctrination in deserted lecture halls by night. Nazi collaborators within the college's security staff ensure that no one stumbles upon their hidden rallies.

Bailey Hook

This sand spit provides a measure of protection for the city's deep-water harbor, and it's a popular destination for city residents tired of the hustle and bustle of the city.

WHO LIVES THERE: Other than the Coast Guard contingent at Bailey Coast Guard Base, Bailey Hook has no permanent residents. The population of destitute transients who sleep on the beaches is growing, however.

ATTRACTIONS: The Coast Guard has two main functions: pulling drowning people out of the water, and enforcing shipping regulations. Between the rise in organized crime and the machinations of the Nazis in Europe, smuggling is at an all-time high, and the Coast Guard is hard-pressed to catch even some of the smugglers bringing weapons, gold, narcotics, and weird super-science components to the city.

Dockside

Many of the city's factories squat on the riverbanks in this district, sending a pall of smoke across Curtistown and Mercury City.

WHO LIVES THERE: Residential space is almost nonexistent here, although squatters have taken up residence in some abandoned factories.

ATTRACTIONS: Alliance Motors ordinarily makes automobiles in their vast warehouse in the Dockside district. But with war looming in Europe, the government has converted some of Alliance's production facilities to manufacture "experimental vehicles for the nation's defense." They're very tightly guarded to keep Nazi spies and Alliance's corporate rivals away.

Fomoco Chemicals is the new workplace of Dr. Evan Synestro, a brilliant researcher who was fired by the University of Northport after repeated indiscretions with students. Now Dr. Synestro is working in the private sector, and entire assembly lines pump out chemicals at the Doctor's whim. Fomoco's board of directors is certain that Dr. Synestro is working on a new plastic that will revolutionize the packaging industry.

Mercury City

This working-class neighborhood is home to many of Dockside's factory workers and some blue-collar and clerical employees of Old Town businesses.

Fowler

Chet bit down hard on the rubber mouthguard, struggling against the power of six thousand volts. He'd seen the creatures, damn it, and no therapy would force him to forget.

WHO LIVES THERE: This mix of small homes and tenement buildings is one of the most densely populated areas of the city. The loud trains and planes from Kaufman Station and Orchard Airfield, plus the smoke from Dockside factories, ensure that few live in Mercury City once they have the means to leave, however. Still, crime is lower in Mercury City than in Curtistown or the Garment District.

ATTRACTIONS: Mercury Hospital was the city's largest hospital until it was destroyed in a bomb blast and melee six months ago orchestrated by a secret society known as the Army of the Eclipse. The society's motives for attacking the hospital were never made clear, nor were their larger goals. Those who stood trial after the attack described a network of cells, none of which knew the identities or activities of the other groups. Federal authorities announced that they'd smashed the leadership ring of the Army of the Eclipse, but subsequent investigative reporting by the city's newspapers revealed evidence of other Eclipse cells that extended into the halls of government and industry. Today Mercury Hospital sits as an ugly reminder of a mysterious attack—and perhaps a harbinger of more to come.

A seemingly abandoned hangar at Orchard Airfield is the primary test site for Dr. George Daedalon's "Nightwing 3000" flying wing. Daedalon is entirely self-financed; he built his Nightwing prototypes entirely out of spare aircraft parts. Paranoid about someone stealing his invention, he tests it only at night. Despite this precautions, both the government, several major conglomerates, and the Nazi spy network have heard persistent rumors of "strange batwings in the night sky" and are trying to discover the truth.

Greenvine

Vast mansions sprawl across the foothills in one of the city's most expensive neighborhoods. Most of the city's fathers and titans of industry have their estates in Greenvine.

WHO LIVES THERE: Anyone who isn't wealthy has no place in Greenvine, and a vigilant police presence takes glee in rousting those who don't belong. The University of Northport has some on-campus dormitories, but many of the upperclassmen live in the Garment District and commute to class.

ATTRACTIONS: The University of Northport has one of the country's finest hard-science faculties, with Nobel Prize-winners in several disciplines all working in the chemistry, applied physics, and more exotic departments. Perched on a steep hill, the University doesn't have more room for office and laboratory space, so they keep digging basement after sub-basement in their science facilities. Some researchers haven't seen natural sunlight for months or years, students say.

Vineyard Street is appropriately named; it's a serpentine road that connects most of the hills that make up the Greenvine neighborhood. It's sharp turns and steep inclines and descents make it perfect for the city's illegal street-racing clubs, who wager vast sums on who'll win races along the length of Vineyard Street. The police quickly put a stop to such races—unless they're among the bettors.

Halsey House is the mayor's residence, an intentional replica of Washington D.C.'s White House. It's heavily guarded, and the mayor's flunkies and troubleshooters (and, some say, his patrons) come and go at all hours of the day and night.

Gloverton

The city's fastest-growing neighborhood, Gloverton is a planned suburban community for middle-class families tired of the squalor and crime of the city.

WHO LIVES THERE: This district is almost entirely middle-class; those poorer can't afford the mortgages, and those wealthier wouldn't be caught dead among these cookie-cutter tract houses. But unlike most places in the city, a middle-class paycheck in Gloverton buys you a grassy yard of your own, friendly neighbors, good schools, and low crime.

ATTRACTIONS: Everyone knows what a suburb looks like, so at first glance Gloverton seems devoid of attractions. But in the world of *Pulp Heroes*, even a suburban cul-de-sac is probably home to (right to left) a family with a psychic bond to the Alaskan wolves who rescued them, the beautiful daughter of the Repello-Ray inventor, a mob safehouse hiding "Ice" Mallory, and a serial killer who collects eyes in pickle jars.

Like all bridges in Northport, the Victory Bridge is a drawbridge that opens to let particularly large ships through. And because it accommodates trains, the opening and closing of the bridge must be carefully timed to avoid a mishap.

Garment District

This neighborhood is a mix of light-industrial businesses (including the clothiers who gave the district its name) and working- and middle-class housing.

WHO LIVES THERE: This is one of the city's most diverse neighborhoods; everyone from college students to illegal immigrants to upper-class artists can find a loft, apartment, or room for rent here. It's a poor neighborhood on average, but there are pockets of wealth and extreme destitution here as well.

ATTRACTIONS: The Essex Hotel looks like any other fleabag joint from the outside. But the guy at the desk, Phinney, can get anything for you: forged papers, a gat with the serial numbers filed off, and cash for those jewels you "inherited." Phinney does this effortlessly and with an attention to detail that would make the concierges at Newton's fanciest hotels jealous. What his customers don't see is Phinney's network of contacts that reaches almost everywhere, and his ability to use money to open any door.

Tidepoint

Tidepoint is block after block of massive factories devoted to the production of basic commodities: steel, chemicals, and machine parts.

WHO LIVES THERE: Almost nobody. Some of the newer factories have guards who live in barracks on site, and some Newton companies are talking about building self-contained "future factories" where workers will live, work, and raise families without ever leaving the factory grounds.

ATTRACTIONS: Joost Stamp and Die is a large machine shop on the periphery of Tidepoint that's reputed to be haunted. Its tool-and-die machines occasionally turn and move of their own volition, maiming or killing their operators. Cheap labor is plentiful in the city, so the Joost family was able to keep the hauntings quiet for a long time. But eventually word spread, and now the shop lies quiet—mostly—because no one will work there. Recently, however, mystic characters have felt the pull of strange energies drawing them to the site. A scientist from the University of Northport reported "agitated neutrinos" when she took readings from outside the building. Then she went inside, and she never came back out.

Keller Industrial once made cleaning fluids. Now the mob runs the place, and they're making booze and other pharmaceuticals under heavy guard in the massive vats. Quality control isn't exactly high, and those who cross the bosses often get thrown into a boiling mass, then rendered and bottled. There are a lot of teetotalers on the mob crew at Keller.

Fowler

"Drop the scepter, Jimbo! It's the cops!".

Aleburg

The city's poorest neighborhood, Aleburg is a mess of burned-out buildings, rubble-strewn streets, and political anarchy. Police patrols along the neighborhood's borders are frequent (no one wants Aleburg gangs menacing other neighborhoods), but it's rare to see a squad car drive into Aleburg—much less drive out again.

WHO LIVES THERE: Only the desperate; poor folks don't live in Aleburg if they can help it. But those battling drug or alcohol addictions wind up here, as do criminals who want to ply their illicit trade free of scrutiny.

ATTRACTIONS: Fifty years ago, there were boat races along the Aleburg canal. Now a body or two floats down the canal and washes into the river every morning. The canal's only real value is the fact that it serves as a moat, protecting the Studio District and Torton from the residents of Aleburg.

One of the Aleburg street gangs, the Freaks, have recently organized themselves along paramilitary lines under the leadership of an outsider known as the Red Hand. Internecine warfare is continues in Aleburg, but the Freaks seem to be gaining the upper hand, absorbing the remnants of the gangs they defeat.

Studio District

The city's burgeoning motion-picture industry has its studios here atop what used to be apple orchards. Known as "proptown," this bustling neighborhood draws everyone from wealthy financiers and famous movie stars to an army of working-class extras and behind-the-camera crew.

WHO LIVES THERE: Apartments are springing up around the edges of the district for the studios' technical workers (editors, lighting coordinators, and camera crew), but the back-lots and alleyways of the studio district fall silent shortly after dusk.

ATTRACTIONS: Duke Studios is one of the bigger movie-production companies in the district, and their backlot is currently filming the epic "Cleopatra vs. Caesar." Acres of backlot are devoted to replicas of the pyramids, the Sphinx, and various obelisks. The director, Will Orsonne, is fanatic about accuracy, so the sets are just like the real thing. And the few security guards assigned to guard the vast backlot report that they're always chasing off "weirdos playing on the pyramids."

Bennett Stunts, Inc. is a stuntman group based in an old warehouse near the major studios. Under the lead of famous retired stuntman Sir Ian Bennett, the company's staff rigorously trains in an ever-changing obstacle course inside the facility. Passersby have become inured to people flying through the skylights of the building cannonball-style, staggering out into the street engulfed in flames, or dueling with antique sabers while driving motorcycles around the block.

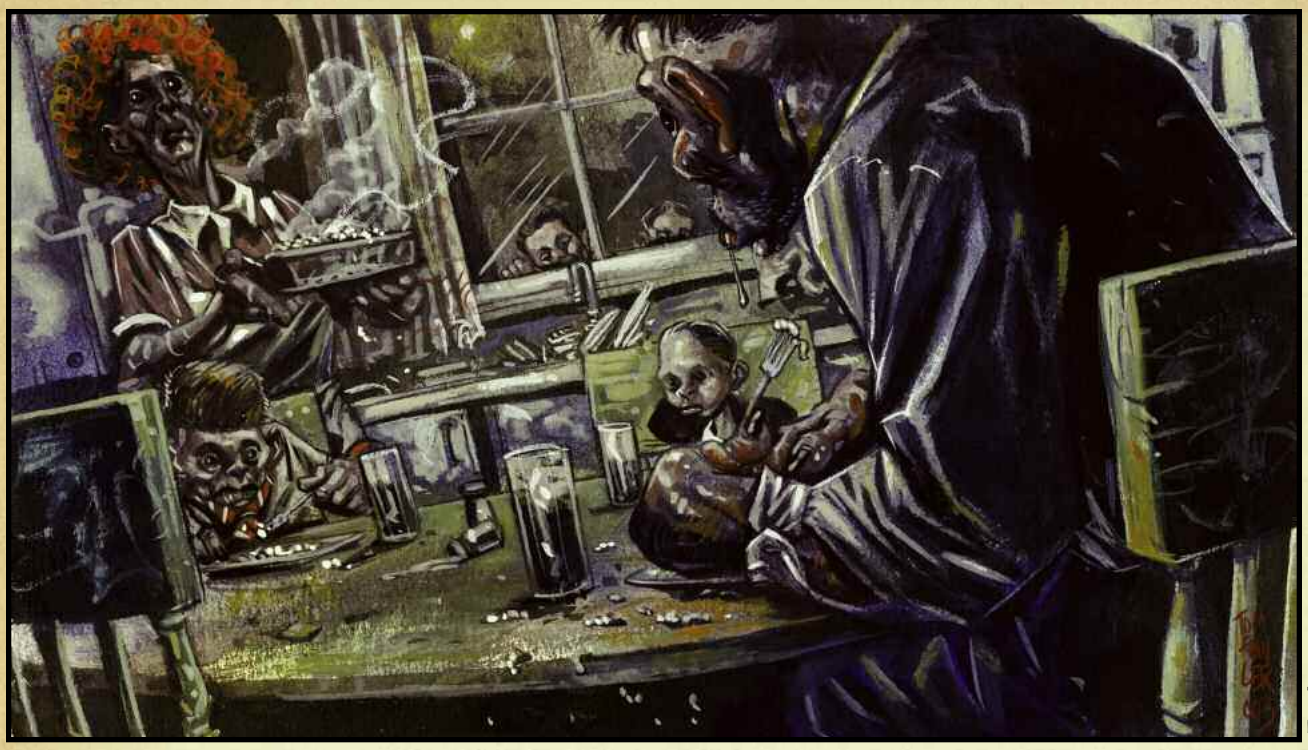
Bouchard

This working-class neighborhood supplies workers to the Studio District, Fitzgerald Army Base, and the under-construction skyscrapers of "Tomorrow Town."

WHO LIVES THERE: "Fort Fitz" is home to thousands of soldiers, many of whom take advantage of the movie houses and nightclubs of the neighborhood. The district's civilian residents are almost entirely working-class.

ATTRACTIONS: The high-security base-within-a-base, Special Projects Pavilion, is home to several ongoing military efforts, including Project: Crucible, a rigorous physical and psychological fitness regimen, and Project: Thunderbolt, an effort to develop a tank that hovers above any terrain and blasts its foes with energy rays. Work on Thunderbolt is promising, but the massive machinery required means that there may not be room for a conventional tank crew.

Phillip Carrington is one of the city's brightest young architects, and his modernist skyscraper designs are the centerpiece of "Tomorrow Town," a gleaming high-finance district planned north of Bouchard. Phillip's grandfather Aloysius is a noted occultist, and the Northport Tribune identified Phillip's mother, socialite Jasmine Ruiz-Carrington, as a member of the shadowy Army of



Fowler

As flies gathered on the filthy windowsill, the silent family within gummed their nightly gruel, chins dripping with strings of drool.

the Eclipse (a claim later retracted as part of a libel settlement). Both are frequent visitors to the building site. The foremen are beginning to complain about frequent change orders to the skyscraper plans.

Highvale

These hills are quickly being covered with the gleaming new mansions of starlets and movie producers, plus executives for companies based in Newton who don't want to cross the river from Greenvine every day.

WHO LIVES THERE: The city's nouveau riche call Highvale home: entertainment executives, bank presidents, and the cream of city society. Because they're used to dealing with the eccentricities of "the movie people," the police in Highvale are far more discreet than their more aggressive Greenvine counterparts.

Persistent rumors place the mansions of the city's most notorious crime families in Highvale. If true, discreet payoffs would also help explain the laissez-faire attitude of Highvale's police force.

ATTRACTIONS: It's likely that the boards of directors of every corporation in the city could meet for liquid lunches at the Highvale Tennis Club. Considered the city's most exclusive daytime meeting place, HTC is a members-only club where you're more likely to get served a martini than a tennis ball. But some executives and political leaders do take to the courts, including the mayor and the president of Pinnacle bank.

The Highvale mansion of Thornacre is home to Lincoln Giotto, head of the Giotto crime family. The guards are discreet, polite, and utterly deadly. Everything is of the finest quality. Giotto does much of his business in various warehouses, office suites, or the Black Rose, but occasionally he'll invite his top associates to Thornacre for a business dinner. And newly made men are always feted at Thornacre galas that are starting to attract notice from both traditional high society and the more jaded elements of the film industry.

Torton

This middle-class neighborhood supplies many of the middle-management and clerical workers for Newton.

WHO LIVES THERE: Torton is known for its ambitious middle-class residents. Many work as junior executives in Newton skyscrapers, and they consider their neighborhood the equal of Seaside or Greenvine. To anyone not blinded by civic pride or busy scurrying up the corporate ladder, the differences in the neighborhoods are obvious. Saying "I'm from Torton" is like saying "I'm about to act like a high-powered executive, but I'm really two steps from the mailroom."

ATTRACTIONS: An unassuming office building in the heart of Torton is the home of Fidelity Investigations, the city's largest independent detective agency. Fidelity's waiting room is a perfect cross-section of the city itself: socialites reluctantly rub elbows with dockworkers, while recent immigrants and hardened gun molls eye each other warily over copies of the *Evening Post*. Beyond the waiting room are dozens of offices and meeting rooms, extensive case files that rival the police archives at city hall, and even a crime lab and library. The top floor is devoted to Millie Kenworth, Fidelity's founder. The building is open 24 hours a day, and of course there's always a taxi waiting outside the lobby. Cabbies who like to drive fast make a lot of money at the Fidelity Building.

On Bleeker Street, the Grundys are known as "the weird family." They dress awkwardly, their children don't join in neighborhood stickball games, and their splotchy complexion makes the neighbors wonder if they're sick. Anyone on the street could tell you that the Grundys aren't from here. But only the Grundys know how true that is. Scouts sent by a civilization that evolved underground since the Stone Age, the Grundys simply tunneled into the basement of what was a vacant home, then used their prodigious mental powers to frighten away the would-be owners. Since then, they've learned the language and adopted American customs as best they can. But they live in fear of discovery, not realizing how their very nature frightens their neighbors.

Harbor District

This vast array of warehouses and docks is the real center of industry for the city. Many of the Tidepoint and Dockside factories and Old Town and Newton conglomerates rely on convenient shipping to turn a profit.

WHO LIVES THERE: Some flop-houses exist for merchant marines between postings, and there are about two dozen blocks of row houses and tenements for warehousemen who grow weary of a commute from Bouchard.

ATTRACTIONS: No smoking is allowed on Pier 11, because inside its warehouses are hidden enough explosives to blow the city sky-high. The Nazis acquired this huge supply of munitions from secret facilities in South America, but the freighter taking them to Europe was diverted here when discovery was imminent. That was a month ago, and the Nazis are getting desperate to get rid of the munitions before they're discovered.

Conversely, a warehouse near Pier 42 has nothing to do with shipping at all. Home of the hush-hush City Knuckle Society, the warehouse is actually a stadium for a mob-protected bare-knuckle fighting league. Matches are "anything goes" and don't end until one pugilist is unconscious or worse. Crime syndicates have stables of fighters, and wagering is fierce. And despite everyone's efforts to keep the Knuckle Society quiet, word is beginning to leak out. One of the fighters is a linebacker for the city's pro football team, another is an army lieutenant at Fort Fitz, and one of the studios' most famous actors is trying desperately to prove his worth in the ring.

Seaside

Originally a collection of summer homes, Seaside is now an eclectic mix of older bungalows and newer mansions. Prices are high, because this is where the wealthy come to play and enjoy the ocean breeze.

WHO LIVES THERE: Seaside is a playground for the rich, although it empties out when the weather is bad because many of its residents are only here part-time.

ATTRACTIONS: Most people don't know that the richest man in the city doesn't live in Greenvine or Highvale, but in a dilapidated but still grand mansion on a bluff overlooking the beach at Seaside. Zachary Emmersmith made his fortune building bridges in Africa in the last century. Now more than 100 years old, he rarely ventures outside a massive greenhouse full of orchids. But his business holdings are so vast it's said no one knows exactly what Emmersmith owns. But his two daughters are spending his fortune as fast as they can in the city's nightclubs and underground casinos.

The Seaside beaches are mostly full of well-to-do families frolicking in the surf and starlets surfing or sunning themselves, but the beach hasn't been quiet lately. The Coast Guard has blamed six swimmers' deaths recently on a vicious riptide near Queens Quay, a section of beach popular with the city's rich and famous. Only one body later washed ashore, and it was covered with unusually large sucker wounds.

The End

Morey

Even as he spoke, there came a flash and a bang behind him, and he plunged forward on his face, enveloped in thick, yellow smoke.

Flashback: Iron Lords of Jupiter

Create an Alien World

By Lizard
Illustrations by Tom Fowler, Christopher Trevas, and Jonathan Hill

Last issue, the Iron Lords of Jupiter *Mini-Game gave you the tools to create fantastic pulp science adventures using the* d20 Modern *rules.* Iron Lords *author Lizard had so much to say about the topic that we've included some additional bits in this issue. While the tips on creating planetary romance worlds and the vehicles and creatures presented below fit perfectly into an* Iron Lords of Jupiter *campaign, they're also appropriate for other science fiction, fantasy, and modern day d20 roleplaying games.* —Erik Mona

The highly varied worlds of the planetary romance genre, typified by Edgar Rice Burroughs's *John Carter of Mars* novels, range from the dry ruins of Barsoom to the swamplands of Venus, from the straightforward societies of Flash Gordon to the strange and idiosyncratic cultures of Jack Vance's *Big Planet*. *Iron Lords of Jupiter* posits a Jovian setting that includes some of the most common elements of planetary romance worlds. But other planetary romance trappings exist, just waiting to be added to your campaign world.

Environments

Environments tend toward extremes. An entire planetary romance world might claim only two environment types—it might be covered in mile-high forests or it might be a glaciated world, with its denizens huddling together for survival in gargantuan caverns of ice. Alternately, the world might boast a multitude of environments, each with unique inhabitants and dangers.

Regardless of their total number, each environment should be superlative. If the planet has mountains, they make Everest look like a foothill. The world's wild and stormy oceans hold countless unguessably strange sea creatures and numerous mysterious islands. Forests are deep and huge, with trees reaching thousands of feet tall and capable of supporting entire cities on their branches, with lower levels perpetually shrouded in twilight. They are seldom green.

Races

Most planetary romance worlds are home to a wide range of intelligent beings. Include denizens that fill some of the following archetypal niches:

The Humanoid

Your campaign's homeworld should include at least one race that is nearly human, albeit with chromatic skin, oddly colored or shaped eyes, unusual hair color or growth patterns (racial baldness, for example, might fit for an ancient race), or roughly animalistic features (pointed ears, a small tail, etc.). Near-humans might have unusual reproductive methods, being egg layers or marsupials. Nevertheless, their mammalian ancestry should be very evident—your players' characters, stranded millions of miles from Earth, are going to need at least one race with which they can eventually find a home.

A given planet might include multiple humanoid species, usually distinguished by different physical features, different preferred environments, or both. Thus the Green Folk of the Tutharin Plains might suffer frequent raids from the Mountain Men while peacefully trading with the neighboring Blue Men.

The GM determines the extent of difference between humanoid races, but those differences should be largely cosmetic in order to allow for the standard genre convention of members of one race lusting after members of another. Imagine the differences between breeds of dogs—individual canines might look and act very differently, but they're members of the same species. This isn't a hard and fast rule, of course, but if the Empress of Cular is truly of a different species than Prince Ylmin of the Veth, her continual attempts to make him her chief consort take on a somewhat uncomfortable tone.

Most planetary romance worlds contain one "baseline" race that the Earthfolk befriend and come to adopt as their own. The race might be a dominant power, perpetually under attack by barbarians and hostile madmen intent on empire, or it might be subjugated, with the heroes struggling to liberate it from tyranny.

In addition to true humanoids, your world should include several "mostly human" races—folk that somewhat resemble mankind but who have several important differences. This category includes multi-limbed races (four-armed men, centauroids), races with unusual limbs (tentacles for arms, or a snake tail instead of legs), or extremely large or small races (foot-tall men, twelve-foot women, etc.).

Most such races should seem quite alien, often represented by a single character who has left his people (voluntarily or otherwise) to live with the humanoids and their Terran allies.

Ambassador Slurith was, in his own way, eloquent and charming, but his aura of cold manipulations made me wary. Though he mouthed the words we all wished to hear, I sensed no sincerity in him. Even the fact he resembled the beloved iguana I owned as a girl did little to endear him to me.

(Personal Journal of Alicia Vanderveck, Jan. 15, 2094)

Animal Men

Many planetary romance races have pronounced animal traits, being hawkmen, frog folk, cat people, and so on. Their similarity to Earth creatures might merely be an accident of appearance, or they might actually have evolved from those species. They usually have traits similar to those of their bestial kin—ratmen are treacherous scavengers, cat people are lazy and sensuous, and so on. Mammalian species tend to be "good guys," while reptilian or amphibious species tend to be evil, "cold blooded" in every sense of the word.

Unless the nature of your world calls for a wide variety of "uplifted" species (for example, a world whose inhabitants traveled frequently to Earth in the past and took samples of the local life for study and manipulation), use such races sparingly. One to three should be sufficient.

Oddities

Some races—intelligent spiders, naked brains with insectile legs, formless protoplasmic creatures, sapient flying squids—don't even come close to resembling humans. Such creatures usually have alien thought patterns, contempt for all species unlike themselves, and inexplicable designs upon the hero's love interest. They often lurk in the most desolate wastes, in the dark underbellies of ancient cities, or nearby gargantuan cosmic gates leading to their terrible alien homeworld. In rare cases they might dominate the world, or a large portion of it, casting the world's other inhabitants into a life of slavery. They often have cannibalistic dietary habits.

Oddities make poor player characters.

Technology

Planetary romance worlds vary wildly. Usually, however, they possess only two "tech levels,"pre-industrial and superscience. Aircars and rayguns exist beside riding animals and longswords, and a well-rounded individual is skilled in the use of them all. Exotic metals, woods, gasses, and crystals often allow the manufacture of seemingly high-tech items without the presence of heavy industry. This allows, for example, crystal blasters to be manufactured by individual craftsmen, not mass produced in a factory.

Sometimes, a world might possess true "high tech." Flash Gordon's Mongo featured large industrial cities, at least in parts of the world. On most worlds, however, advanced technology is a relic, a leftover from a bygone era.

Your world might contain cities built of ultralight metal, with automated monorail transit systems and food dispensers delivering any meal on demand. But the inhabitants carry knives for self defense, and and the machines fail, they resort to primitive (even cannibal) means of acquiring food. Only isolated, mad scientists still understand the city's technology, which they use for nefarious purposes.

Before you fill in the details of your planetary romance world, it's best to decide on the planet's common tech level. What type of weapons and armor do average citizens have access to or knowledge of? Is there (or was there) advanced biotechnology, opening the possibility of strange creatures created in spawning vats?

Aerial travel is a major facet of the genre. Do your planet's inhabitants travel in metal craft powered by repulsor-engines, in wooden ships made of a lighter-than-air wood, or on the backs of giant dragonflies (or all the above)?

You might find it helpful to give your world a technological "hook." The hook in the default setting for *Iron Lords of Jupiter* is that metals are very rare; all "advanced" tech is based on exotic natural elements and primitive bio-engineering. The technology of other worlds might be based on psionically active crystals, or have a retro tubes-and-rivets look, or be centered on Renaissance-style clockwork mechanisms.

Areas to consider include transportation, medicine (especially "life rays" which can heal any injury or raise the recently dead), weaponry, building technology, and communications. Instantaneous communication usually requires large machines. Thus, while the city of Kuldaar, capital of Jupiter's Grey Empire, boasts a liberal number of visio screens, the world knows no portable equivalents and anyone outside the bounds of Kuldaar must use slower methods of communication. Cell phones do not exist, but a universal translator might. No one has a personal computer, but the rich might own humanoid robots that can understand spoken commands and even respond-in-a-halting-staccato. Internal consistency is far less important than "what looks cool." Stick with "nifty" rather than "likely" and you won't go far wrong.

Limit portable technology other than weapons or a few gimmicks which can advance the plot without undermining it. It your world has "life rays," for example, build them into massive hospital complexes rather than allowing characters to fit them into their backpacks.

Other FX

The genre also allows for a host of strange powers. Visitors from Earth sometimes gain abilities as a consequence of the differences between their home and their new world. A fantasy Mars or Titan might grant superhuman strength due to low gravity or the atmosphere of an exotic world might induce telepathy in humans. While seldom common in the genre, psionic powers can play a part in your *Iron Lords of Jupiter* campaign. Perhaps your world is inhabited by "mind witches" who hold the masses in

sway with their strange magic, or perhaps telepaths come from the planet's ruling class, who can instantly sense any discontent and slay with a single thought. The white veth described in the sample setting are an example of a psionic caste.

True magic in the DUNGEONS & DRAGONS sense seldom plays a part in planetary romance source material, and should generally be avoided in an *Iron Lords of Jupiter* campaign.

Campaign Themes

Planetary romance novels often use similar plots and themes that you can steal to lend a sense of authenticity to your campaign. The following themes touch upon plot hooks mentioned in the Mini-Game's default setting, but can be used in any planetary romance campaign with a few quick adjustments.

Resistance

Earthfolk and Jovians ally to fight a desperate battle against a superior foe. The Grey Empire has enslaved or oppressed the people of many lands, but none have dared to strike back against it, until now. Adventures center on sabotaging the machinations of the Iron Lords, stealing weapons and armor, helping outlying areas mount resistance to invasion, and ultimately organizing a rebellion of all the provinces against the capital. This style of campaign offers a lot of scope for different character archetypes; its main drawback is the relative lack of exploration. Most adventures will occur in the same area of the world.

Defenders of the City

In this theme, the PCs are the heroes of a city-state or small nation. They might be nobles by birth, or warriors granted prestige due to their great deeds, or even somewhat questionable characters who happen to resemble prophesied saviors. To use this theme in the default setting, simply move the city of Salimar from inside the periphery of the Grey Empire to outside it; it is threatened by the Empire's expansion, but not yet engulfed. Adventures revolve around foiling plots to conquer the city, either by invasion or by subterfuge (opening the way for some political and diplomatic roleplaying, providing that there's a suitably action-packed climax). Such threats can come from a wide range of sources, and fighting them can lead the PCs across the planet. To stop a lethal plague unleashed by a madman, for example, the heroes must travel to the frozen swamps of Kor and seek the Vaults of the Mired City.

"Show Me the Way to Go Home"

The PCs are rootless wanderers, traveling the world looking for a way to leave it, possibly doing some good along the way. Native PCs may be exiles, oathbound to aid the Earthborn PCs, or have their own motive for seeking whatever it is the other PCs are looking for. Each adventure brings them to a new village or nation, each with some problem which needs solving. If the PCs are benevolent, they may take on such problems voluntarily; if they are more mercenary, they may need incentive, such as another piece of the map which will lead them to their destination.

One thing to bear in mind in running this style of campaign is that either the location of the way home must be unknown, or there must be no easy way to get there. Players are tricky and resourceful. If you let them have a flying machine, count on them flying it 24/7 until they reach the Island of the Gateway. Don't count on them, TV-style, landing often to get involved in adventures. It is best, in these campaigns, to dangle the prospect of fast resolution in front of the characters and then snatch it away; give them a fully functional ornithopter, but have it be shot down by a "mysterious violet ray" after a few hours of flight, crashing the PCs into the heart of the Desert of Spiders.

Vehicles

The most common mode of transit on Jupiter is by foot; the next most common is on beastback. Nonetheless, the existence of *lunth* crystals (see *DUNGEON* #101) makes air travel possible. The statistics for several air vehicles follow:

Veth skimmer: This tiny craft resembles a long, slim canoe equipped with small aerial guidance fins. The pilot sits in front, and one passenger behind him. The craft is quick and maneuverable, but fragile; it takes little effort to destroy one. Powering the craft requires only a single small *lunth* crystal.

Veth yacht: Most veth noble houses have one sky-yacht, and some maintain a small fleet of them. The vehicle resembles the top deck of an earthly schooner, with a wide, flat deck. The rear half of the deck holds an enclosed area with seats, some tables, and perhaps a small library. If the weather is pleasant, passengers sit or lie on the open deck. Should storms approach, they retreat to a sealed area. Powering this vehicle requires two medium-size *lunth* crystals.

Veth cargo raft: Little more than a flat raft fitted with hooks and straps to hold cargo in place, the veth cargo raft, and variants on it, can be seen throughout the Grey Empire, most often shipping goods too valuable or perish-

Name	Crew	Pass	Cargo	Init	Man	Top Speed	Def.	Hard.	Hit Pts	Size	Purc. DC	Rest
Veth skimmer	1	1	10	+4	+2	60(6)	8	3	20	L	35	
Veth yacht	2	8	500	–2	–4	60(6)	7	3	25	H	40	
Veth cargo raft	1	2	2000	–4	–5	70(4)	7	3	30	H	35	
Imperial patroller	2	2	40	0	–1	80(8)	9	10	21	H	35	Mil (+3)
Imperial sky dreadnought	16	50	30000	–2	–2	40(4)	6	15	70	C	55	Mil (+3)

able to ship via riding beast or river. While not very maneuverable, it can attain fairly respectable speeds. A single medium-size *lunth* crystal powers its flight.

Imperial patroller: Iron crafts which resemble, more than anything else, the front cockpit of a small helicopters, can be seen throughout the skies over Kuldaar and across all the territories of the Empire; the grey specks moving languidly under the glowing sky are the most visible reminder of the imperial presence. Three large *lunth* crystals are required to hoist the heavy metal craft into the air.

Imperial sky dreadnought: When the time for mere observation is over, an imperial sky dreadnought lumbers into action. Slow and unwieldy, the massive craft simply ignores most weapons as it lets loose with its own armament, a bevy of blasters which can be angled to destroy ground-based targets or to pick other flying craft out of the air. Six large *lunth* crystals are needed to keep the craft moving, and keeping them properly aligned is a full-time job for the crew.

Creatures of Jupiter

The following creatures tread Jupiter's dangerous forests, plains, and seas.

Nalthis

The scavenger/predators known as nalthis dwell in the Cuthalik Ocean, often following and attacking fishing boats as they pull in their netted catch. The beasts occasionally suffer seemingly random fits of aggression and attack boats without warning, rearing out of the water and plucking unfortunates from the deck. A nalthis prefers to grab a single victim, squeeze it until it dies, and take it underwater for a snack.

Nalthis are four-tentacled creatures with a long, snake-like body. Unlike squid, they are vertebrates, although the tentacles themselves are boneless. The four tentacles surround a feeding orifice. The nalthis has no teeth; it relies on its tentacles to kill prey prior to ingestion.

Nalthis: CR 3; Huge animal; HD 4d8+20; hp 38; Mas 20; Init +0; Spd 5 ft., Swim 40 ft.; Defense 18, touch 8, flat-footed 20 (+10 natural, –2 Size); BAB +3; Grap +19; Atk +11 melee (1d6+8, slam); Full Atk +11 melee (1d6+8, 4 slams); FS 15 ft. by 10 ft.; Reach 15 ft.; SQ Improved grab, constrict; AL none; SV Fort +9, Ref +4, Will +2; AP 0; Rep +0; Str 26, Dex 11, Con 20, Int 1, Wis 13, Cha 10.

Bathar

Bathar are rare in the areas close to the Empire, but they are commonplace in the jungles beyond Imperial reach. Bathar have been tamed as riding beasts by many races, and the skies above the dense jungle regions where they live are often the sight of spectacular battles of aerial cavalry.

Bathar: CR 4; Huge vermin; HD 8d8+32; hp 50; Mas 18; Init 0; Spd 20 ft., Fly 60 ft.; Defense 14, touch 8, flat-footed 14 (+6 Natural, –2 size); BAB +6/+1; Grap 21; Atk +13 melee (2d6+7, bite); Full Atk +13 melee (2d6+7, bite), +8 melee (2d6+3, bite); FS 15 ft. by 15 ft.; Reach 5 ft.; SQ darkvision; AL None or Rider; SV Fort +10, Ref +3, Will +4; AP 0; Rep +0; Str 25, Dex 11, Con 18, Int —, Wis 13, Cha 12.

Skills: Spot +10, Climb +5.

Kluuv

Kluuv are hexapodal insect-like beings, most strongly resembling a blue and green striped spider grown to enormous size and deprived of two legs. They dwell in dense, wet, forests, where they exist as solitary hunters except for brief seasonal moments when a mating frenzy grips them. They occasionally attack farming communities, finding the docile domestic animals easy prey. Often, the inhabitants of such communities simply leave an animal staked where the kluuv can find it, letting it feed on the old or sickly rather than picking off prime beasts.

Kluuv: CR 5; Huge vermin; HD 10d8+40; hp 85; Mas 19; Init –2 (–2 Dex); Spd 40 ft.; Defense 20, touch 6; flat-footed 20 (+14 natural, –2 size, –2 Dex); BAB +7/+2; Grap 23; Atk +15 melee (2d6+8, bite); Full Atk +15 melee (2d6+8, bite), +10 melee (2d6+4, bite), +10 melee (2d4+4, 2 claws); FS 15 ft. by 15 ft.; Reach 5 ft.; SQ poison, webspit, darkvision; AL none; SV Fort +11, Ref +2, Will +6; AP 0; Rep +0; Str 27, Dex 7, Con 19, Int —, Wis 14, Cha 10.

Skills: Spot +12, Move Silently +5.

Special Qualities: Bite—Fortitude save (DC 17); initial and secondary damage 1d8 Dex.

Webspit (Ex): The kluuv can spit a glob of sticky, viscous liquid once every 1d4 rounds as an attack action. This spit has a range of 20 feet. Unless the target succeeds at a DC 12 Reflex save, he will be *entangled* in the web. If the victim was adjacent to a wall, he will be stuck to it; otherwise, he can move at half speed. Breaking free of the glop requires a DC 23 Strength or Escape Artist check.

Vort

A vort is a six-legged mammal, usually colored a brilliant purple. It has a stocky body and no obvious neck, with no tail and a head something like that of a tapir. It has broad, flat feet which end in solid masses of bone. Vorts do not need shoeing, as their extraordinarily tough hooves heal extremely rapidly.

Vorts have been used as riding and labor beasts throughout all of recorded Jovian history, and across much of the planet. They do not function well in mountainous or swampy environments, but dwell anywhere where the terrain is flat and solid.

There are a large number of breeds of vort, too many to detail here. Some are faster and more agile, with less stamina; others are incredibly strong, but slow, and used for hauling heavy loads. Trained battle-vorts have teeth filed to points and are taught to use them in combat.

Vort: CR 1; Large animal; HD 4d8+16; hp 34; Mas 18; Init +0; Spd 50 ft.; Defense 14, touch 9, flat-footed 14 (+5 natural, –1 size); BAB +3; Grap +9; Atk +4 melee (1d4+2, hoof); Full Atk +4 melee (1d4+2, 2 hooves); FS 10 ft. by 10 ft.; Reach 5 ft.; SQ trample; AL None or Owner; SV Fort +8, Ref +4, Will+5; AP 0; Rep +0; Str 15, Dex 11, Con 18, Int 2, Wis 12, Cha 10.

Skills: Balance +5, Spot +5, Swim +6.

Trample: A vort can trample Medium or smaller creatures for 2d4+2 points of damage. Opponents who do not make attacks of opportunity against the vort can attempt a Reflex save (DC 14) to halve the damage.

Zorl

How can I describe the thing which confronted me? Imagine that the ancient Greeks had composed their mythical hydra from centipedes instead of snakes, and you will have some hint of the horror that had just erupted from the loose soil.

(Personal Journal of Alicia Vanderveck, May 13, 2094)

The dreaded zorl haunt Jupiter's jungles and swamps, where they dwell in soft soil waiting for prey to foolishly wander by. When a zorl senses food above its resting place, it emerges with remarkable speed, lunging to the attack.

A zorl's rear half most strongly resembles a hideously bloated black centipede, with countless stubby psuedopods pushing the creature forward. The front half, however, divides into eight lengthy necks, each tipped with a toothy and venomous mouth. The necks are also chilopedean in form, with seemingly useless "legs" lining the segmented length of the neck. Some scholars theorize that these legs are used in moving the creature while below ground.

The Zorl's rapid healing makes it a target for hunters, as zorl blood can be used to make potent medicines. The difficulty of acquiring that blood makes those medications quite pricey. The Grey Empire has attempted to capture and breed zorls for purposes of harvesting their blood, but has thus far had no success.

Zorl: CR 7; Huge aberration; HD 10d8+60; hp 105; Mas 21; Init +4; Spd 30 ft., burrow 20 ft.; Defense 20, touch 8; flat-footed 20 (+12 natural, –2 size); BAB +6/+1; Grap +22; Atk +12 melee (2d6+8 plus poison, bite); Full Atk +12 melee (2d6+8 plus poison, 6 bites); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ poison, fast healing 3, tremorsense; AL none; SV Fort +11, Ref +2, Will +4; AP 0; Ref +0; Str 27, Dex 11, Con 21, Int 1, Wis 14, Cha 8.

Skills: Listen +10, Spot +10.

Feats: Improved Initiative.

Poison: A zorl bite usually infects the victim with an agonizing poison, described by some as "setting the blood on fire." A DC 20 Fort save is needed to avoid the effects (1d8 Dex initial, 1d8 Con secondary).

Fast Healing: The zorl heals 3 points per round.

Tremorsense: While underground, the zorl can detect any object moving within 60 feet of its location.

Cartography by Christopher West

Cartography by Christopher West